

ULTIMATE SPIDER-MAN

ISSUE
103

CLONE SAGA: PART 7



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**BENDIS
BAGLEY
HENNESSY**

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PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the nvaluable lesson that with great power must also come great responsibility...

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the *Daily Bugle* tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Worried about the danger his crime-fighting life places MJ in, Peter breaks up with her and starts dating Kitty Pryde, of the mutant super-hero team, the X-Men. Nevertheless, MJ is kidnapped by a horribly scarred, tattered clone of Peter. He takes her to an abandoned Oscorp laboratory and swears he's found a way to keep MJ safe from harm...by transforming her into a monster like the Green Goblin!

As the real Peter searches for MJ, he instead discovers his friend Gwen Stacy is back from the dead... As if that weren't enough, Peter's father—Richard—reappears (after long being thought dead himself) and reveals that he has been doing secret cloning experiments for the CIA! Even worse—Peter reveals to his Aunt May that he is Spider-Man!

Suddenly, Nick Fury—head of the government's superhuman task force and armed to the teeth with spider-slayer warrior drones—surrounds the house. The overwhelming stress of the situation gives Aunt May a heart attack...but the greater shock is when Gwen transforms into Carnage—the very monster that killed her—and attacks fury and his men!

When the fantastic four arrive to help Peter, Carnage is defeated and Aunt May is taken to the hospital (with Peter's dad and the FF's Sue Storm following)...and Peter is rescued by another clone of himself—this one, a girl! She takes Peter to the Oscorp lab where he finds the mutated MJ and a veritable army of clones...but yet another surprise comes when the mastermind reveals himself: Doctor Octopus, with Fury and the fantastic four at his side!



CLONE SAGA

Part 7

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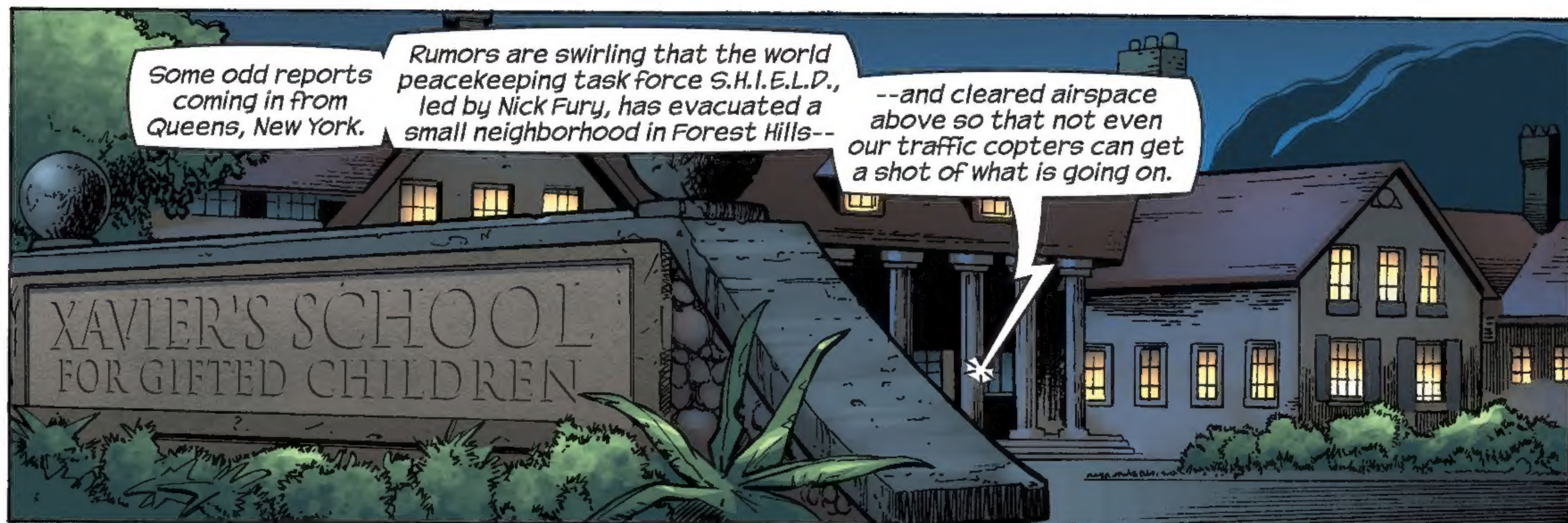
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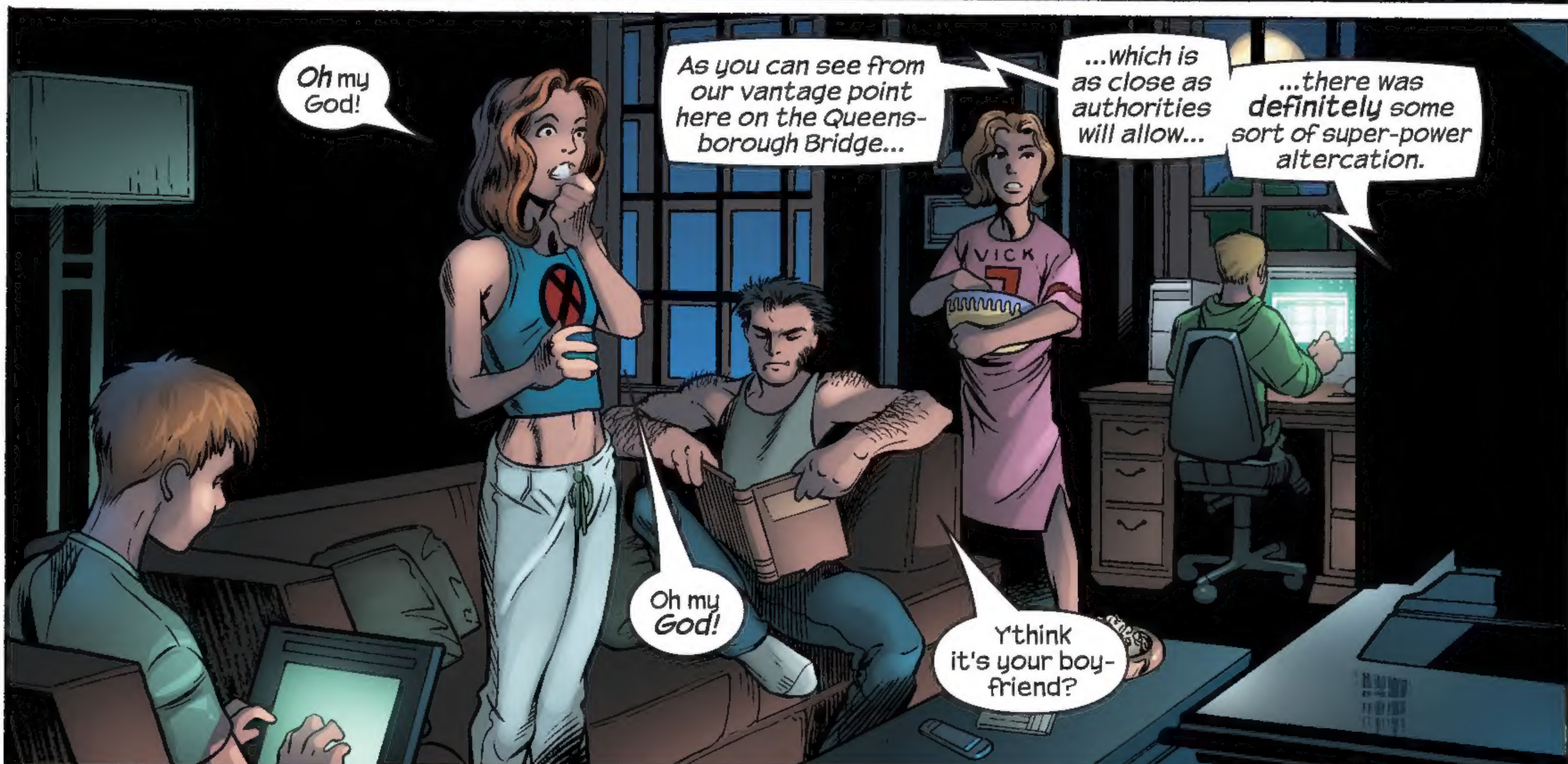
Cover: Mark Bagley & Richard Isanove



Some odd reports coming in from Queens, New York.

Rumors are swirling that the world peacekeeping task force S.H.I.E.L.D., led by Nick Fury, has evacuated a small neighborhood in Forest Hills--

--and cleared airspace above so that not even our traffic copters can get a shot of what is going on.



Oh my God!

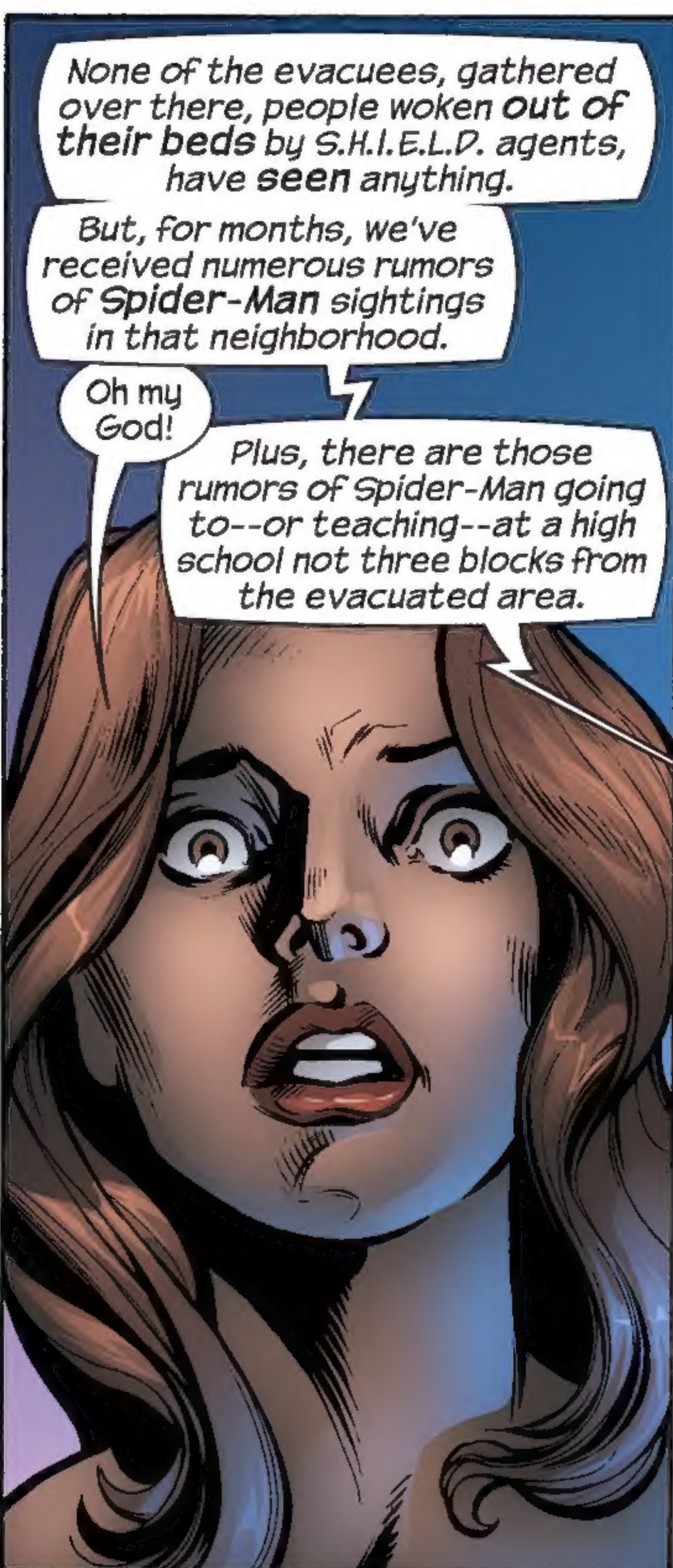
As you can see from our vantage point here on the Queensborough Bridge...

...which is as close as authorities will allow...

...there was definitely some sort of super-power altercation.

Oh my God!

Y'think it's your boyfriend?

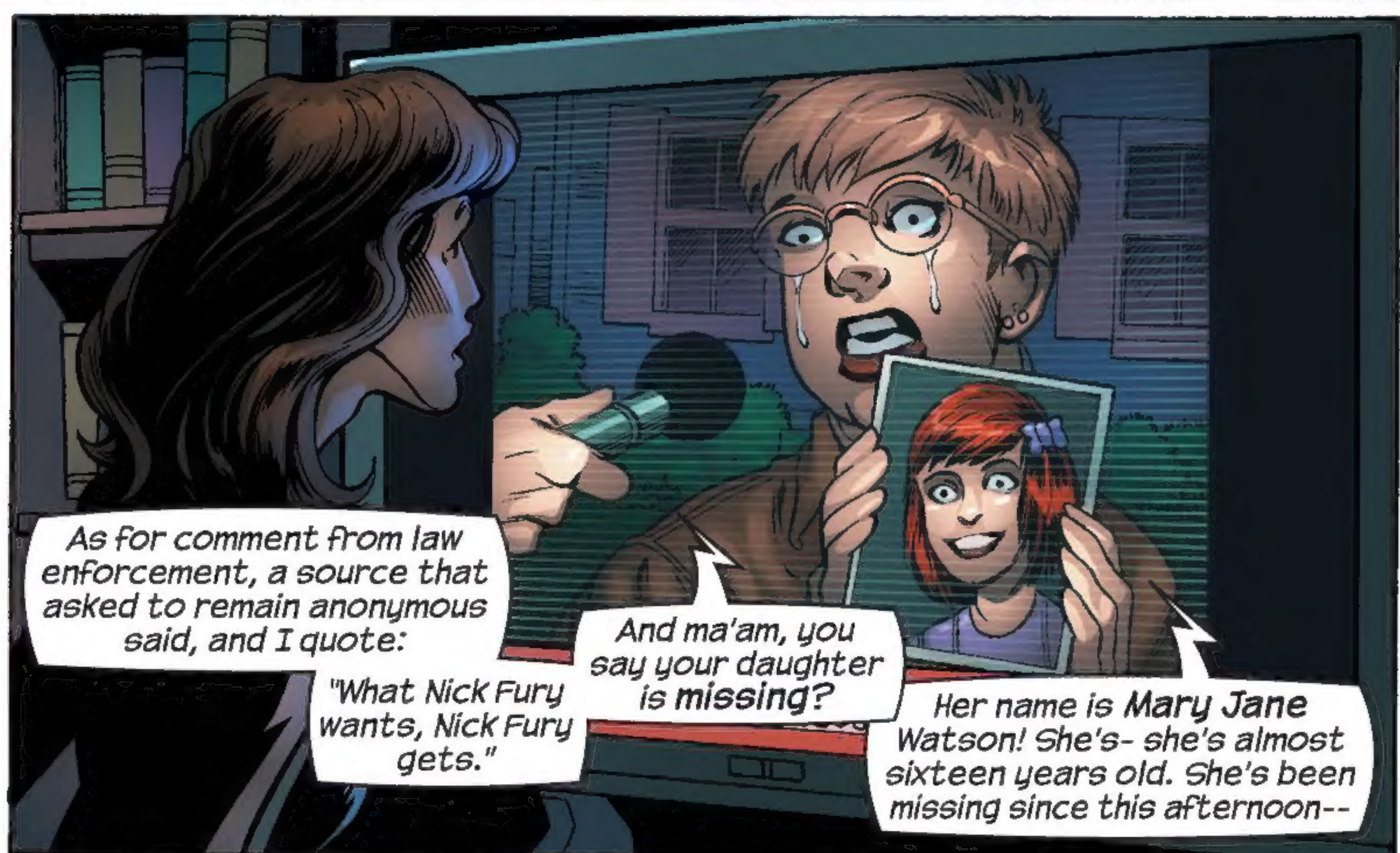


None of the evacuees, gathered over there, people woken out of their beds by S.H.I.E.L.D. agents, have seen anything.

But, for months, we've received numerous rumors of Spider-Man sightings in that neighborhood.

Oh my God!

Plus, there are those rumors of Spider-Man going to--or teaching--at a high school not three blocks from the evacuated area.



As for comment from law enforcement, a source that asked to remain anonymous said, and I quote:

"What Nick Fury wants, Nick Fury gets."

And ma'am, you say your daughter is missing?

Her name is Mary Jane Watson! She's- she's almost sixteen years old. She's been missing since this afternoon--

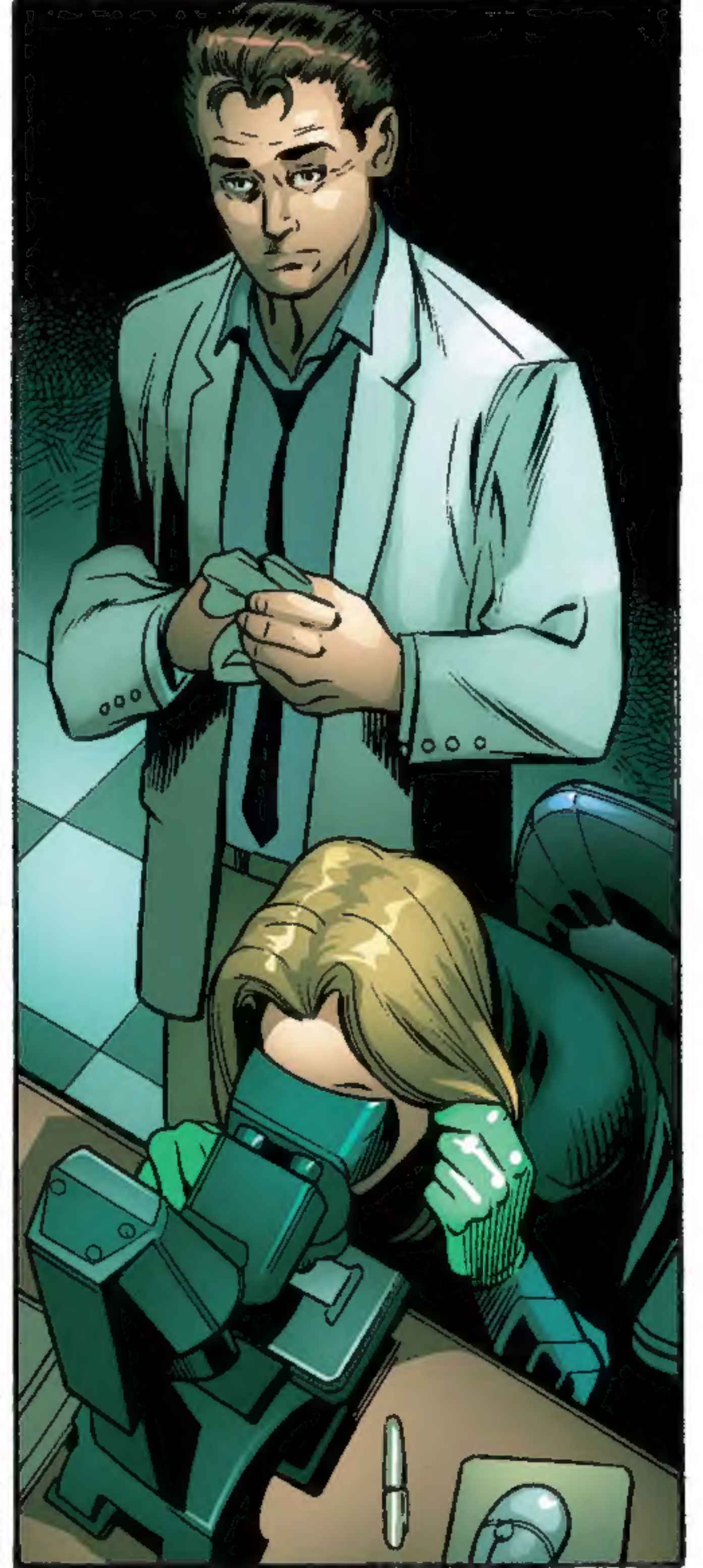
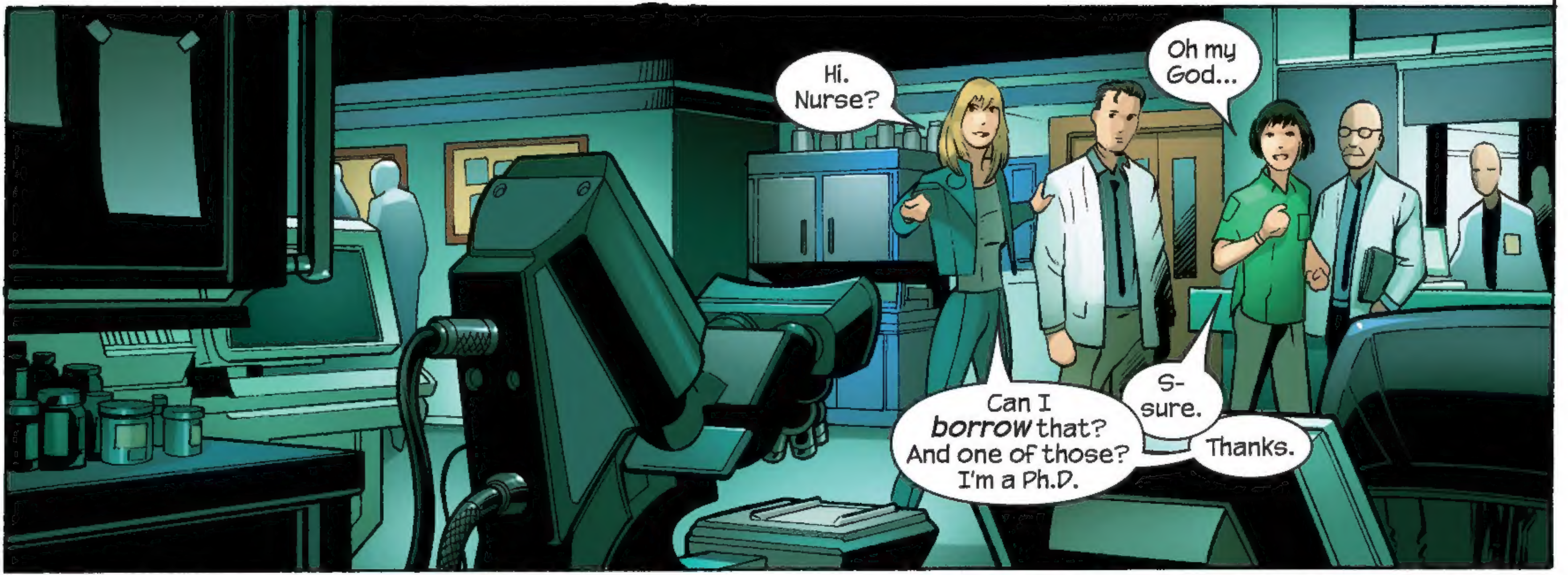


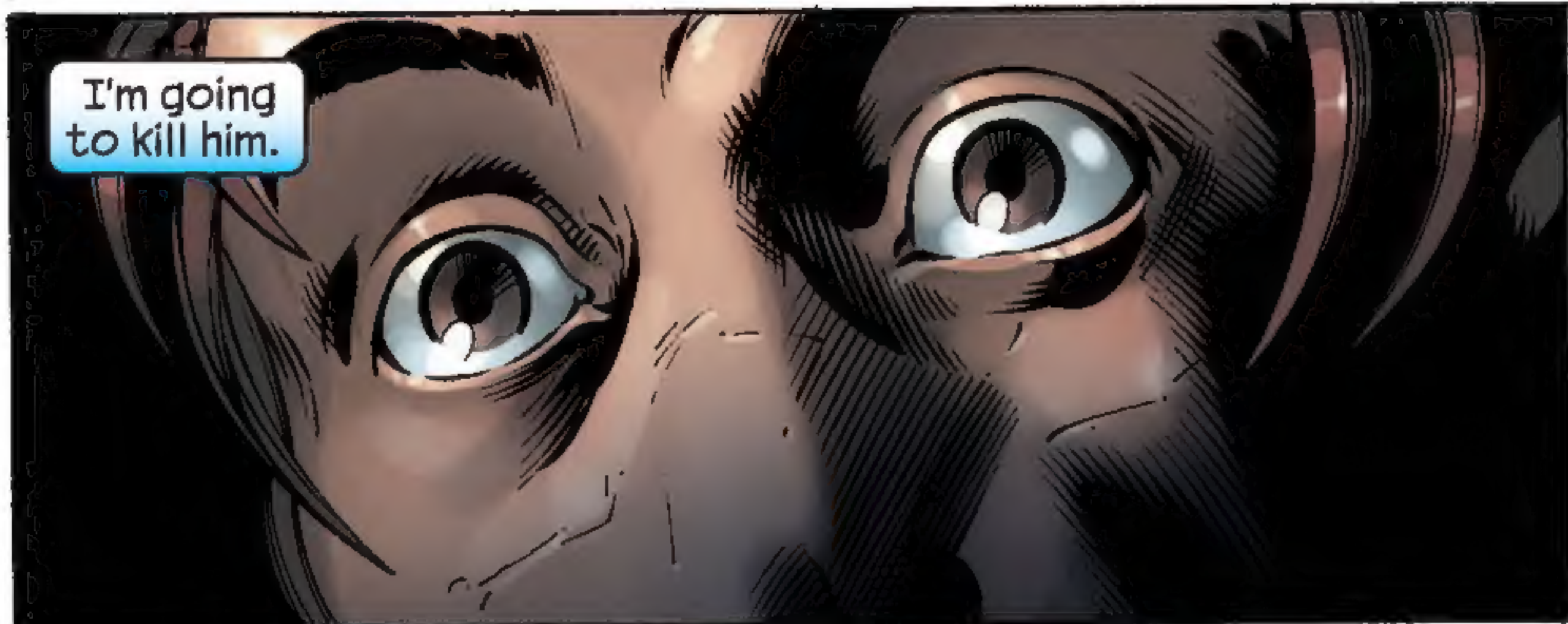
We'll have updates for you as soon as--

Professor!!

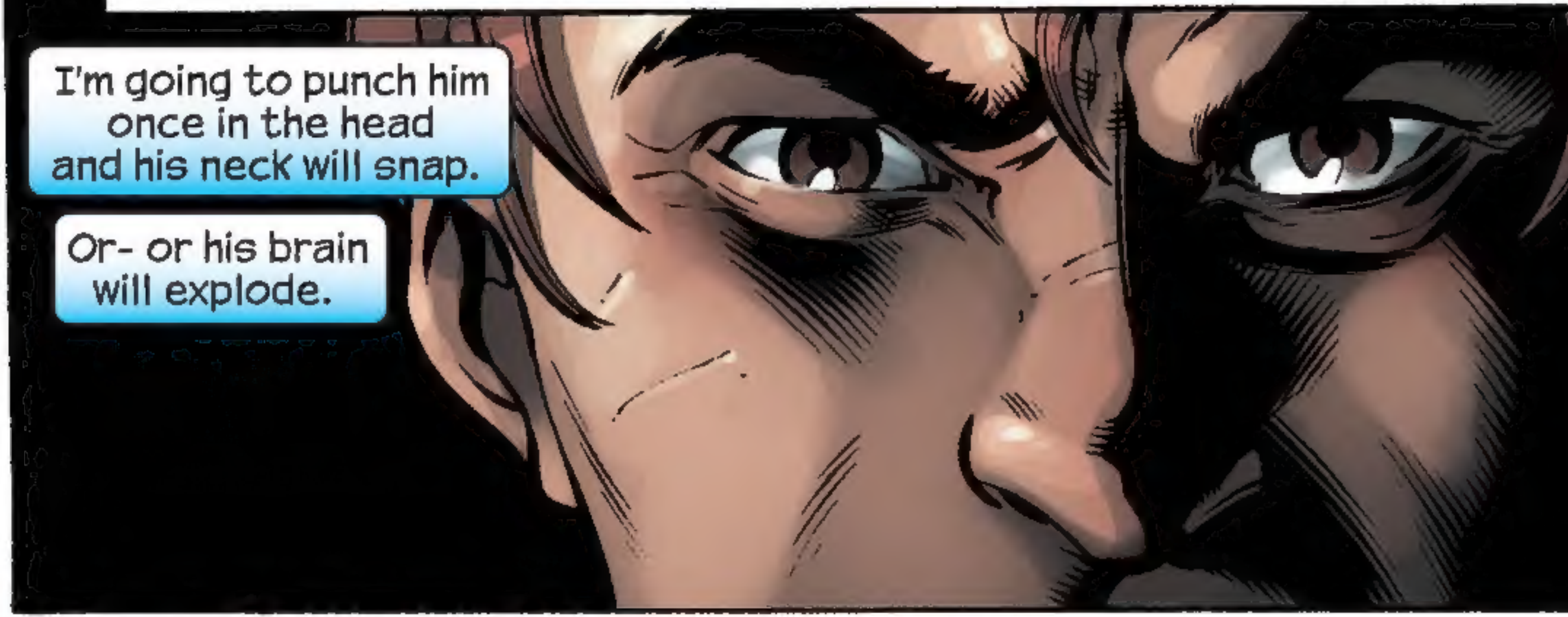








I'm going to kill him.



I'm going to punch him once in the head and his neck will snap.

Or- or his brain will explode.

And he'll *die*.

And the world will *still* turn.

(I'm so tired.)



I can do this.

Do it!!!

Kill him.

So many people in the world have killed for so much *less* than this.

You're just a kid.

You won't even go to jail.

(Temporary insanity.)



It *is* temporary insanity!! It *is*. You've been driven insane!

He *cloned* you.

He cloned Gwen.

Aunt May had a *heart attack*!

MJ! Oh my God, what has happened to MJ??!!

He destroyed your home!

He did it!!

He did *all* of it!!



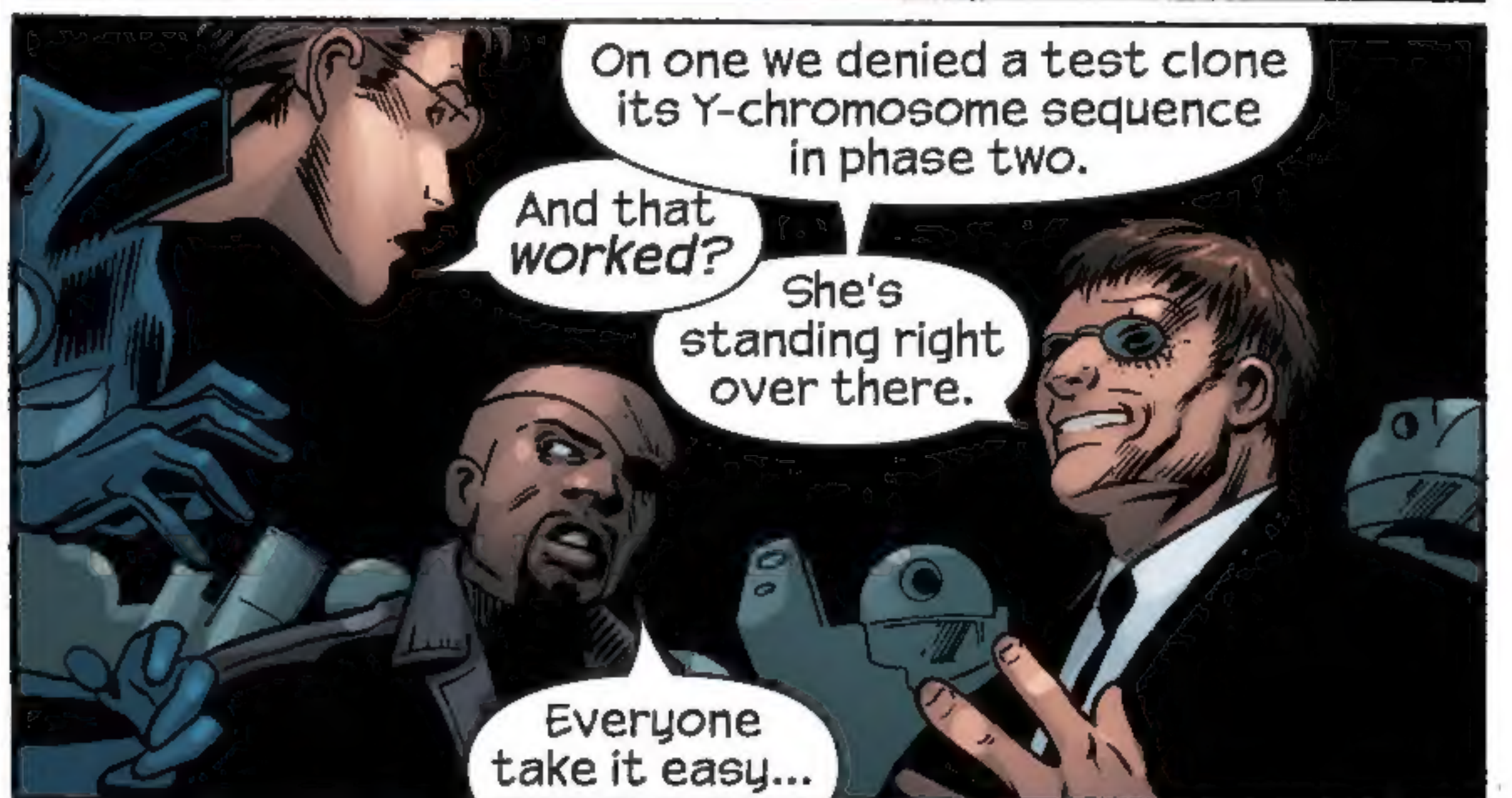
Kill him!!

Do it!!

You could do it so fast they won't be able to stop you.

For MJ. For Aunt May, For Gwen, For Harry, for...

For- for--





Don't!!

There's been enough of that tonight.

Yes, let's please keep it civil.

It's been a *very* long day. I missed a dinner over this.



Dude, is that- is that MJ?

They ruined her.

What's *happened* to her?



She's- she's been infected with Oz. A chemical. And he ruined her.

No. No, she's okay now.



Stop!



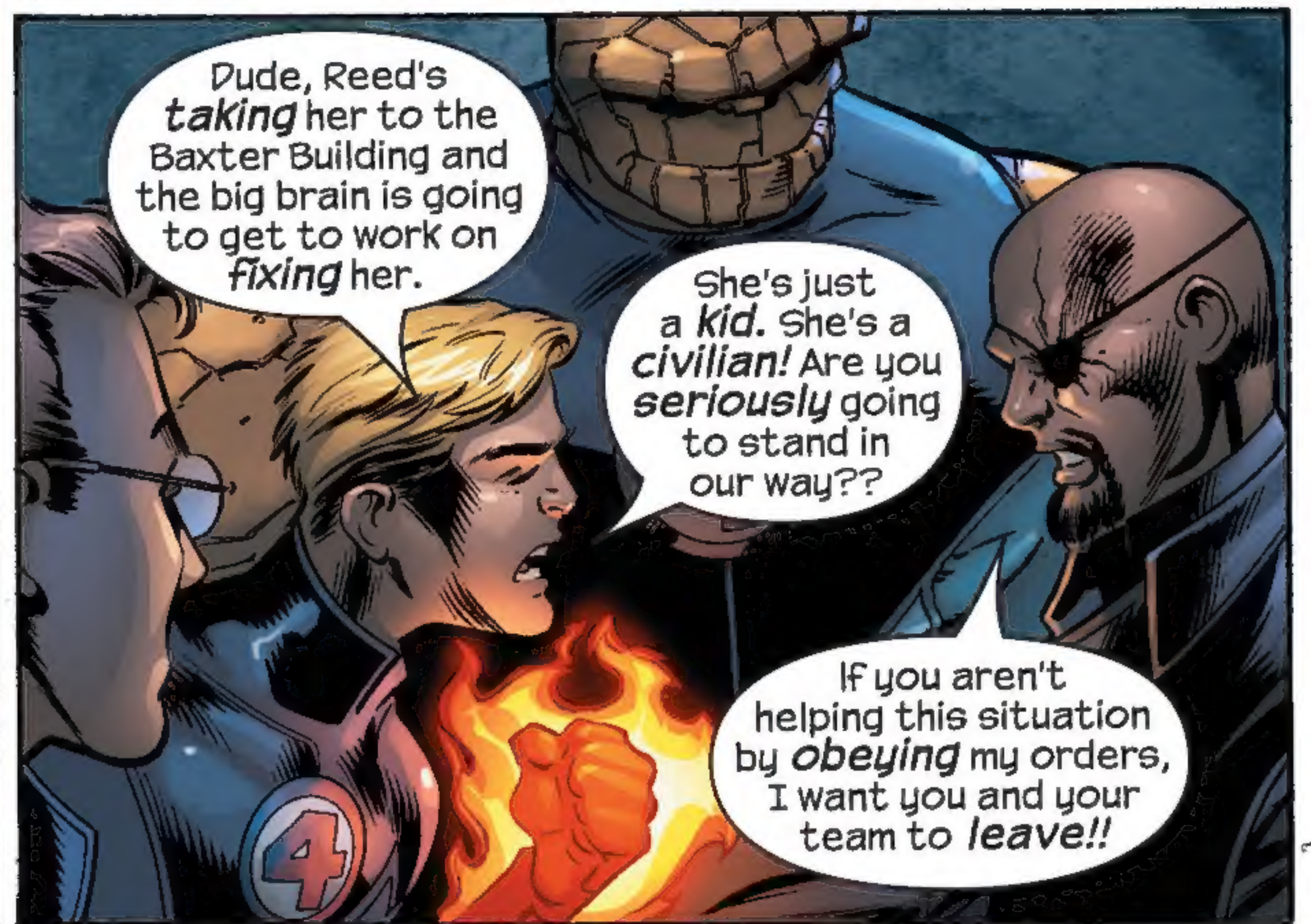
Okay, I'm creeped out.

Reed, I *know* that girl. Can you fix her? You can fix her.

No.

No, *what?*

Kid, we have a situation here that needs to be contained and you "Fantastic Four" need to--



Dude, Reed's *taking* her to the Baxter Building and the big brain is going to get to work on *fixing* her.

She's just a *kid*. She's a *civilian*! Are you *seriously* going to stand in our way??

If you aren't helping this situation by *obeying* my orders, I want you and your team to *leave*!!



Please help her.

P-please.



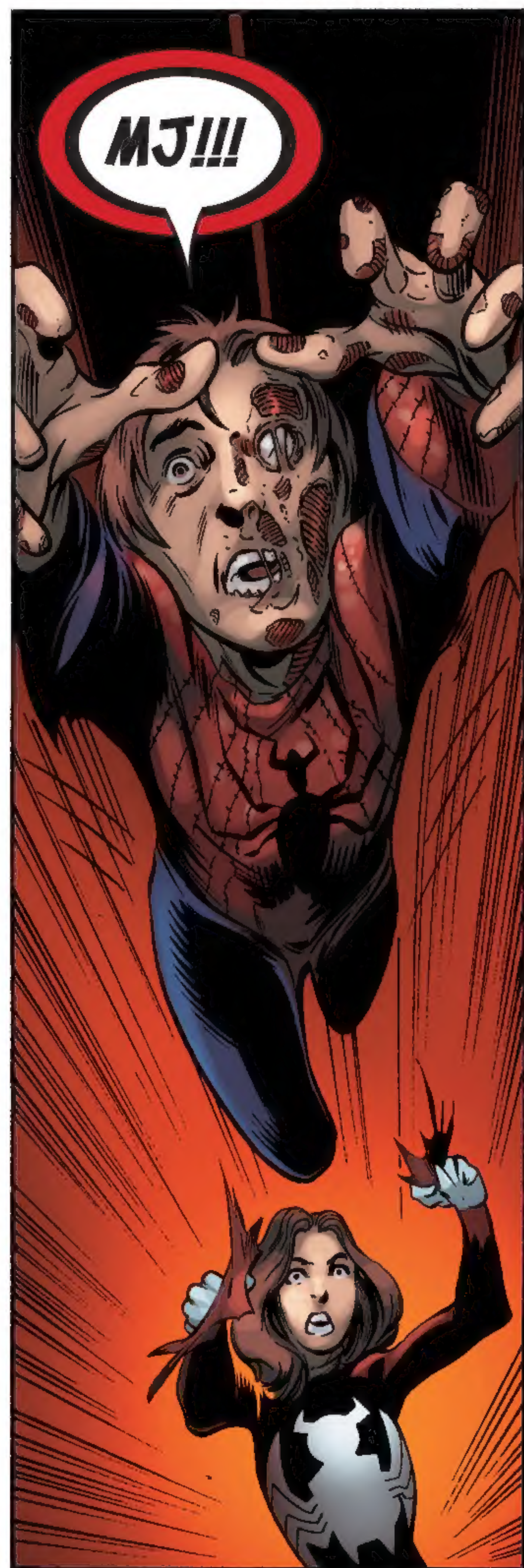
I'll do everything I can.

Richards!

No! No, she's going to be okay!! She's--

Stop!

MJ!!!!



MJ!!!



AAGGH!!

ZAACCT

ZAACCT

ZAACCT

Whoah!! Cease--



You don't--!

CRACK



Stop!! Stop!!

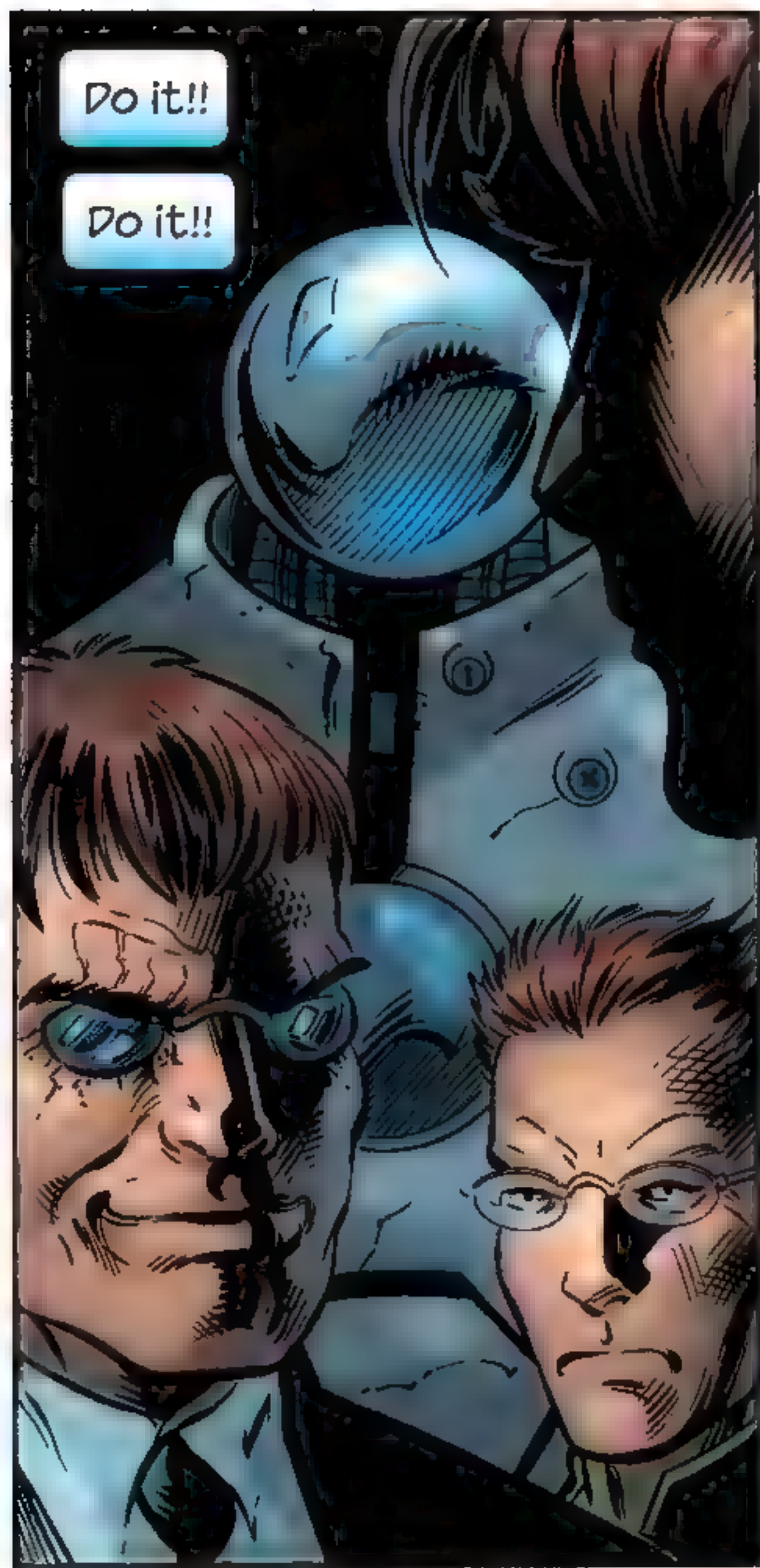
Cease fire and stop this &\$%^ right now!!



Okay, okay!!

Everyone calm down!!!

Kill him.



Do it!!

Do it!!



Fantastic Four, out!!

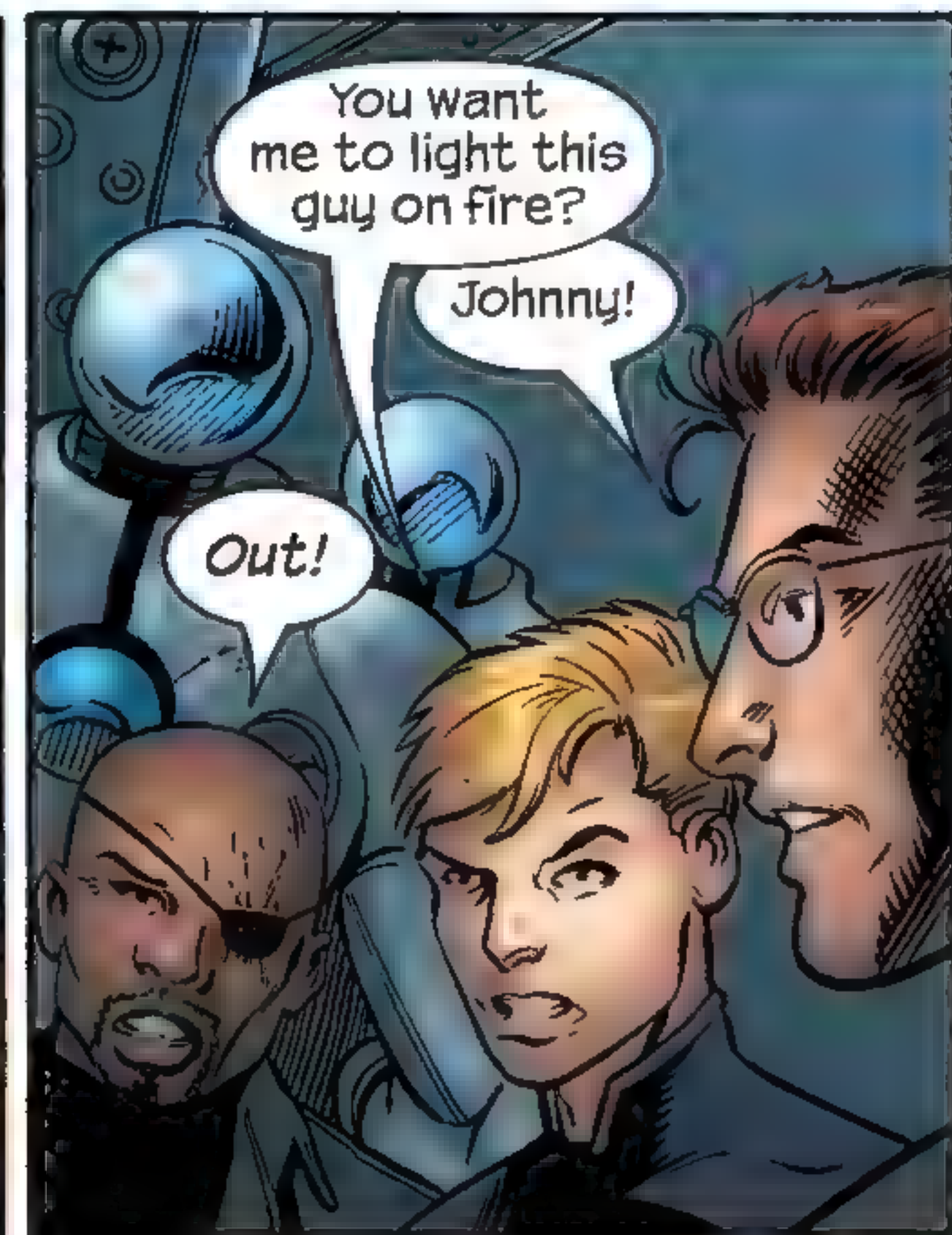
Don't give me that look, Richards.

I know how you and your family got *your* powers.

What exactly is the difference *other* than the fact that I did this on *purpose*?

Why don't you take that crappy haircut of yours and shove it up my--

Ben! We need to go now.



You want me to light this guy on fire?

Johnny!

Out!



Fury, I appreciate your good work in what is a very tense situation today.

And these sentry drones are certainly impressive. My hat is off to you.

But this is *our* problem and we'll have transport ready to take all these young subjects back to safekeeping.



Doctor, you ain't taking %^&#.

You got me?

You got a lot to answer for.



But I don't have to answer to *you*, Fury.



The minute this little house of horrors you supposedly created dropped onto civilian property- you better *believe* you do.

You're under arrest, Octavius!



Kill him!!

We'll see.

You might want to call my *supervisor* before you do that.

If you knew who that was?

Do you wonder *why* you didn't know this project was happening?

Even though you're the big super hero big shot of the world?



How did you *do* this, Octavius? How are you not dead or in jail?

Back up, Parker.

Tell me!

Everyone back down!!



Tell you *what*, little boy?

Tell you I was going to go to prison after you beat me up on television...

...but instead I made a deal with the federal government to work for *them*...

...to help them design a super-soldier.



It seems that there are a great many people in the United States government that truly *hate* Nick Fury and his little band of self-loathing super heroes.

And they don't want Nicholas Fury to be the only person in the country with his finger on what they call the "*Captain America*" button.





So, thanks to the good people at the **Federal Bureau of Investigation** Special Projects Research and Development...I get to *continue* my work.

Which *before* I became "**Doctor Octopus**" and *before* there was a Spider-Man or a Norman Osborn...

Before *all* the nonsense came down on my life...

That's who I was.

My work.



You're under arrest.

Actually, I'm not.

I *have* credentials.

And I have rights.

Oh, and I'm *not* in your jurisdiction.



How did you--

--make me?



Oh, *that*...

We had a Peter Parker blood sample, Peter Parker.

Confiscated from *your* friend, Doctor Curt Connors--his assistant actually.

Ben Reilly, good man.

And with it we went to work.

And we're in phase three of a super-soldier clone experiment.

And you, *sweetie*, are *proof* that it's working.



Don't!!!

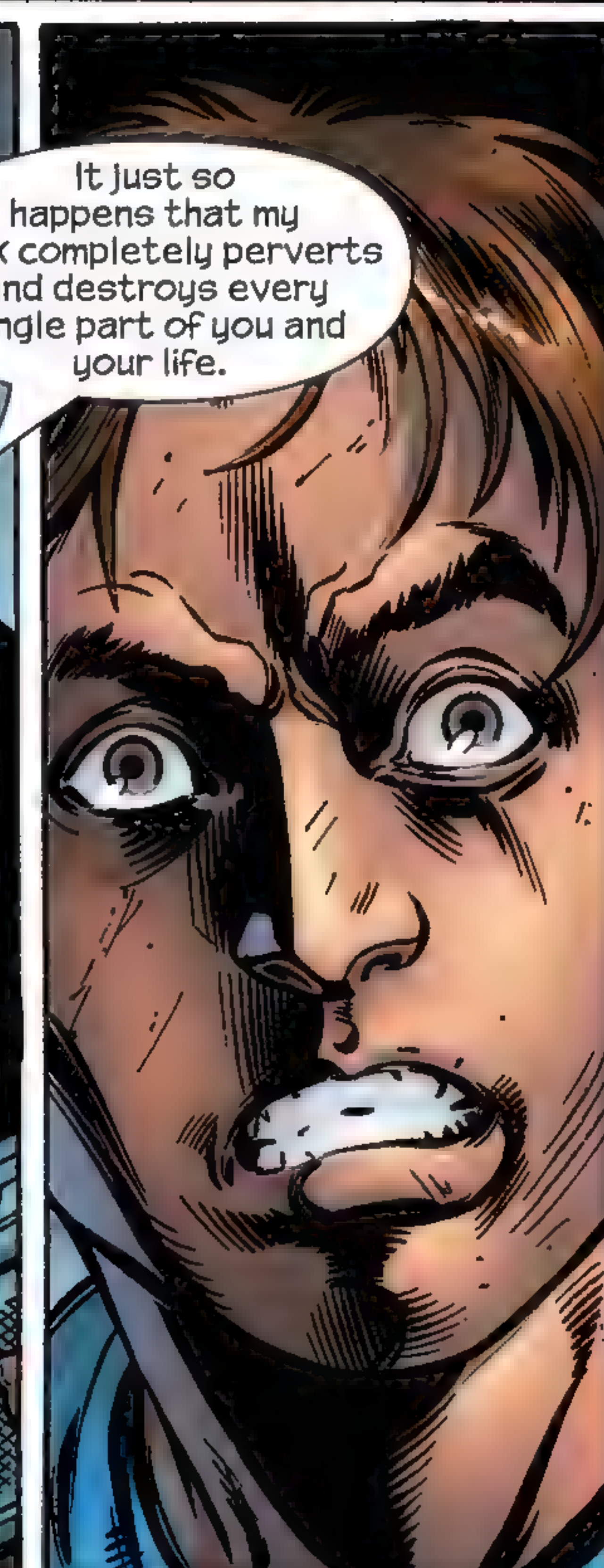


Are you going to *cry*? Is **Spider-Man** going to cry?

I didn't do anything to *you*, boy.

This isn't about *you*.

This is about *my* work.



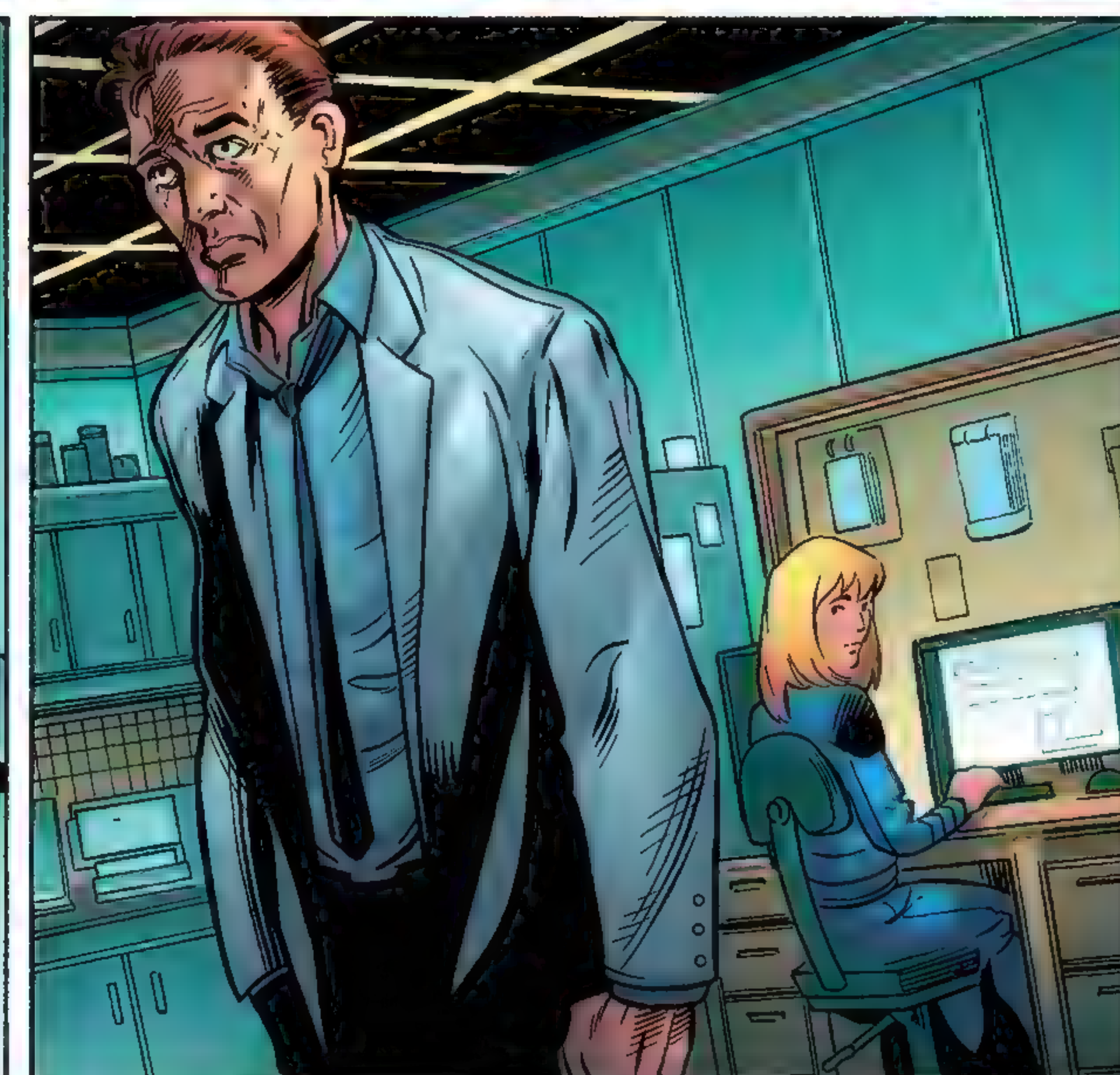
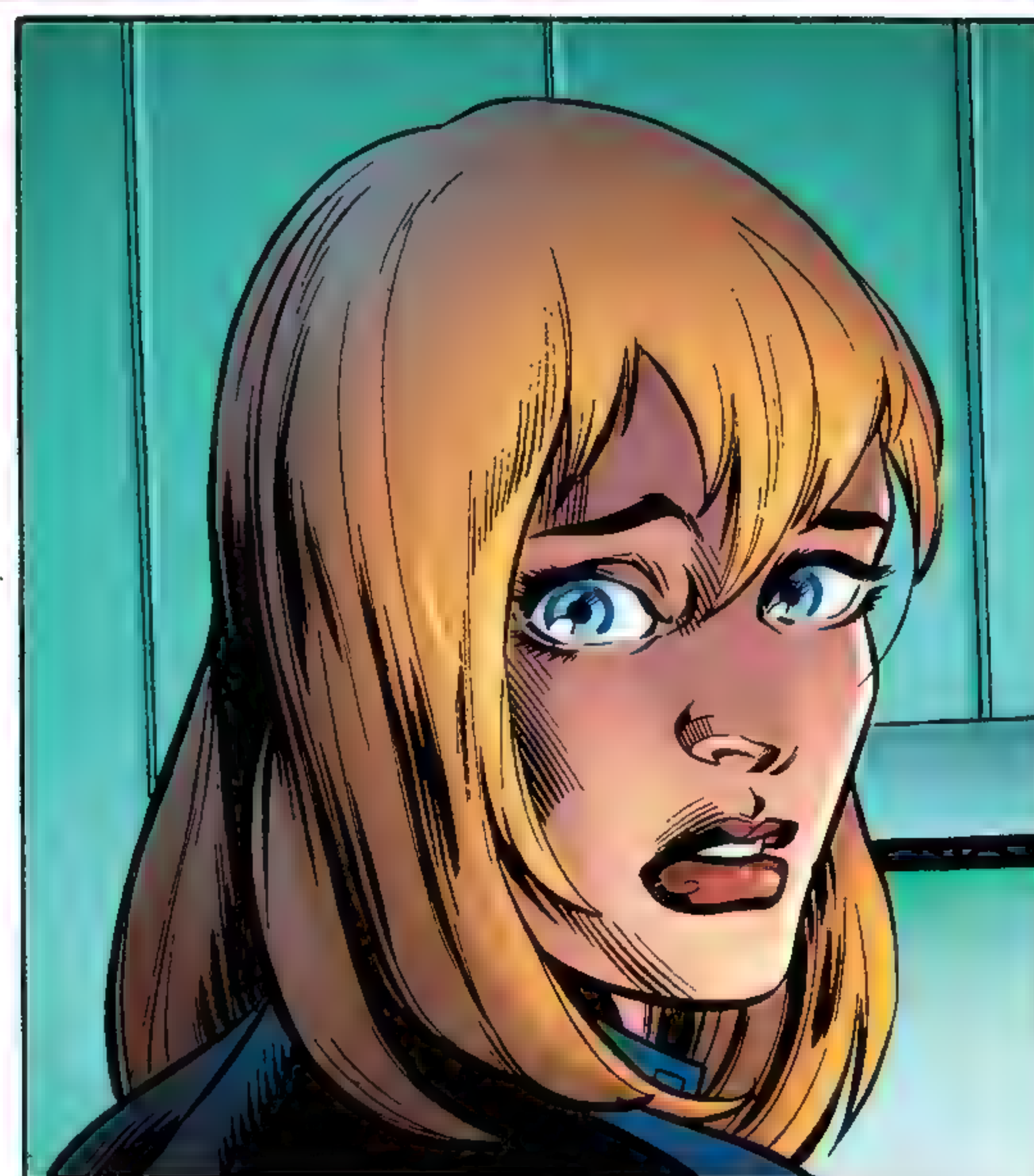
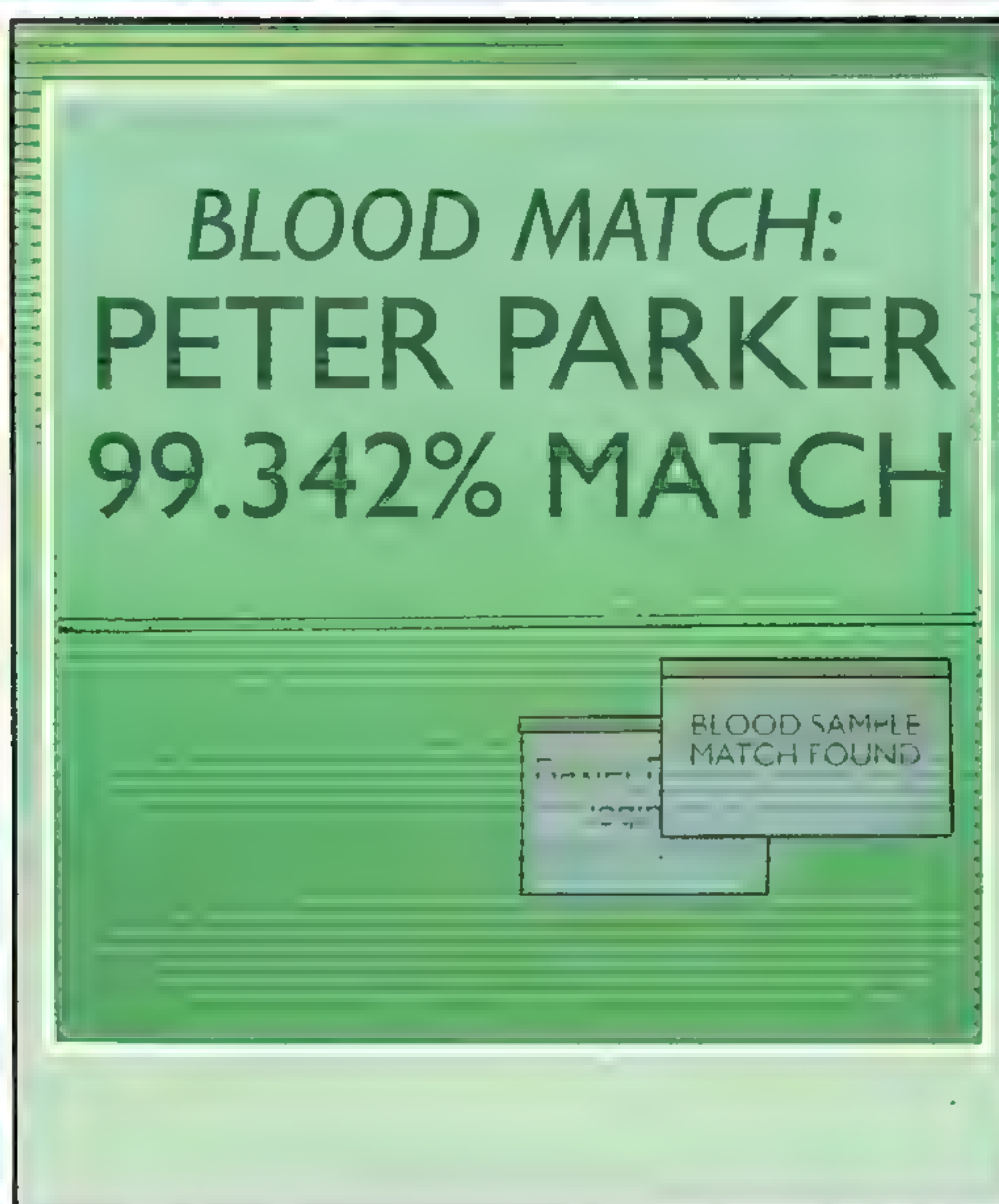
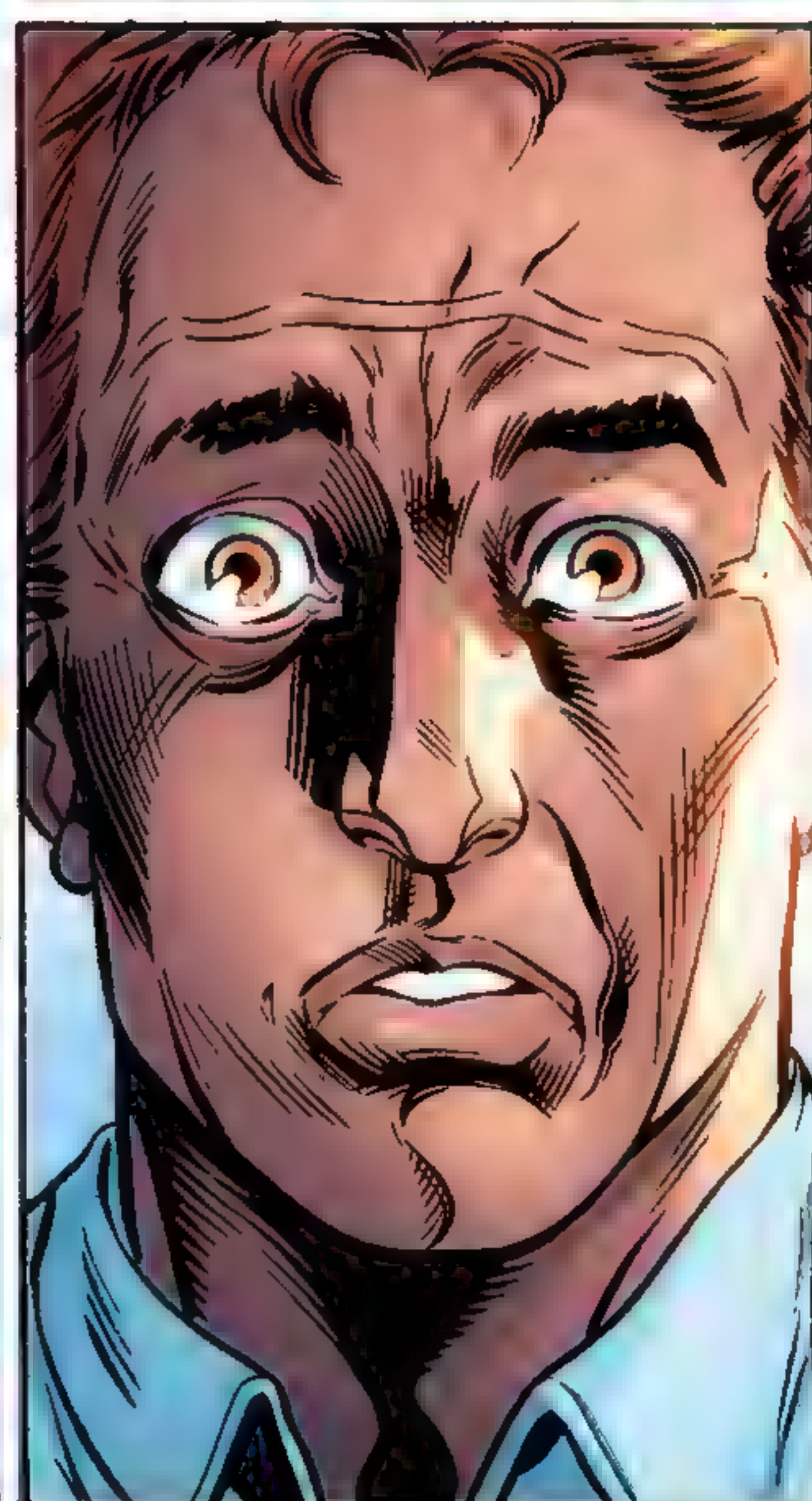
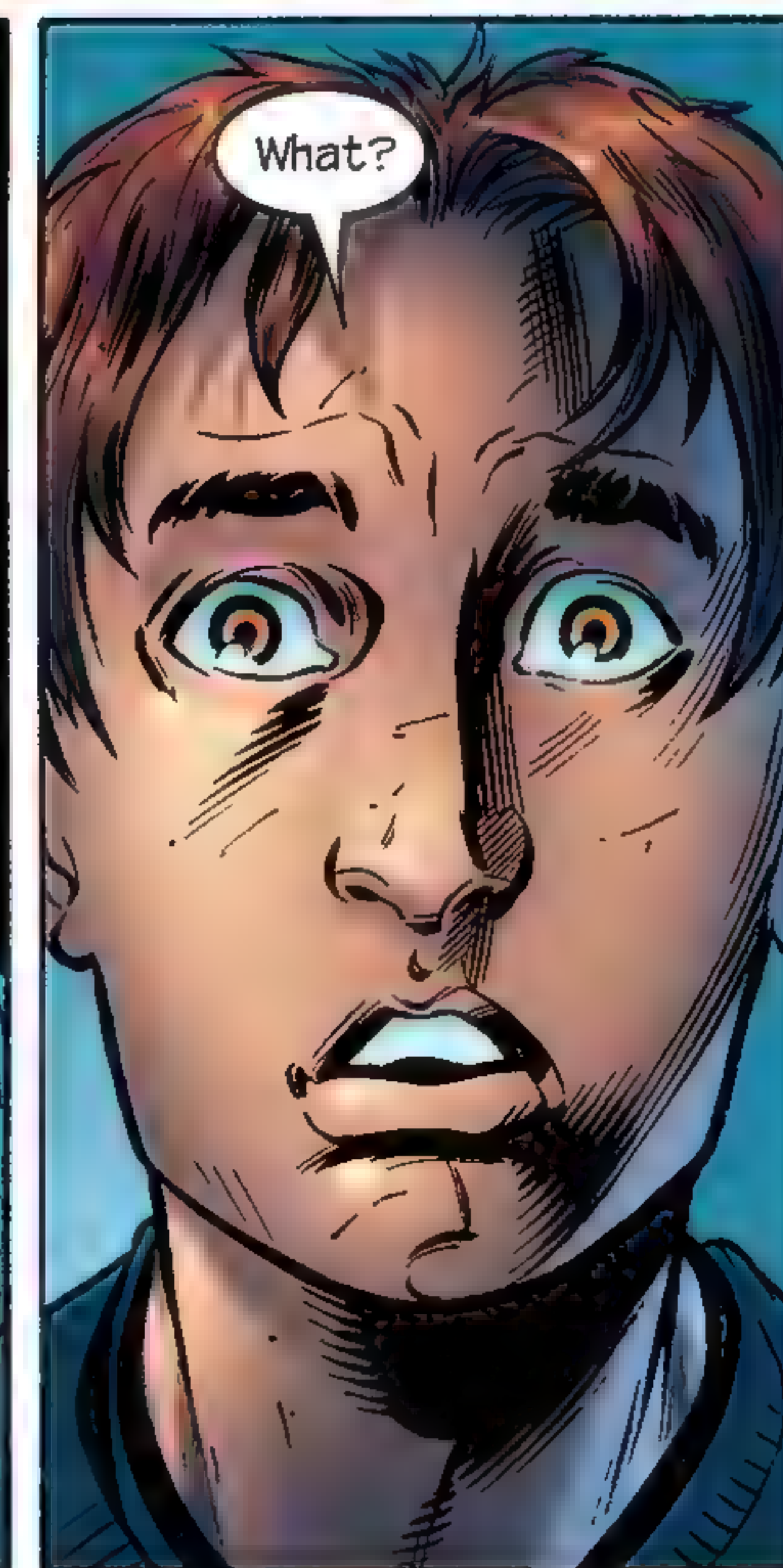
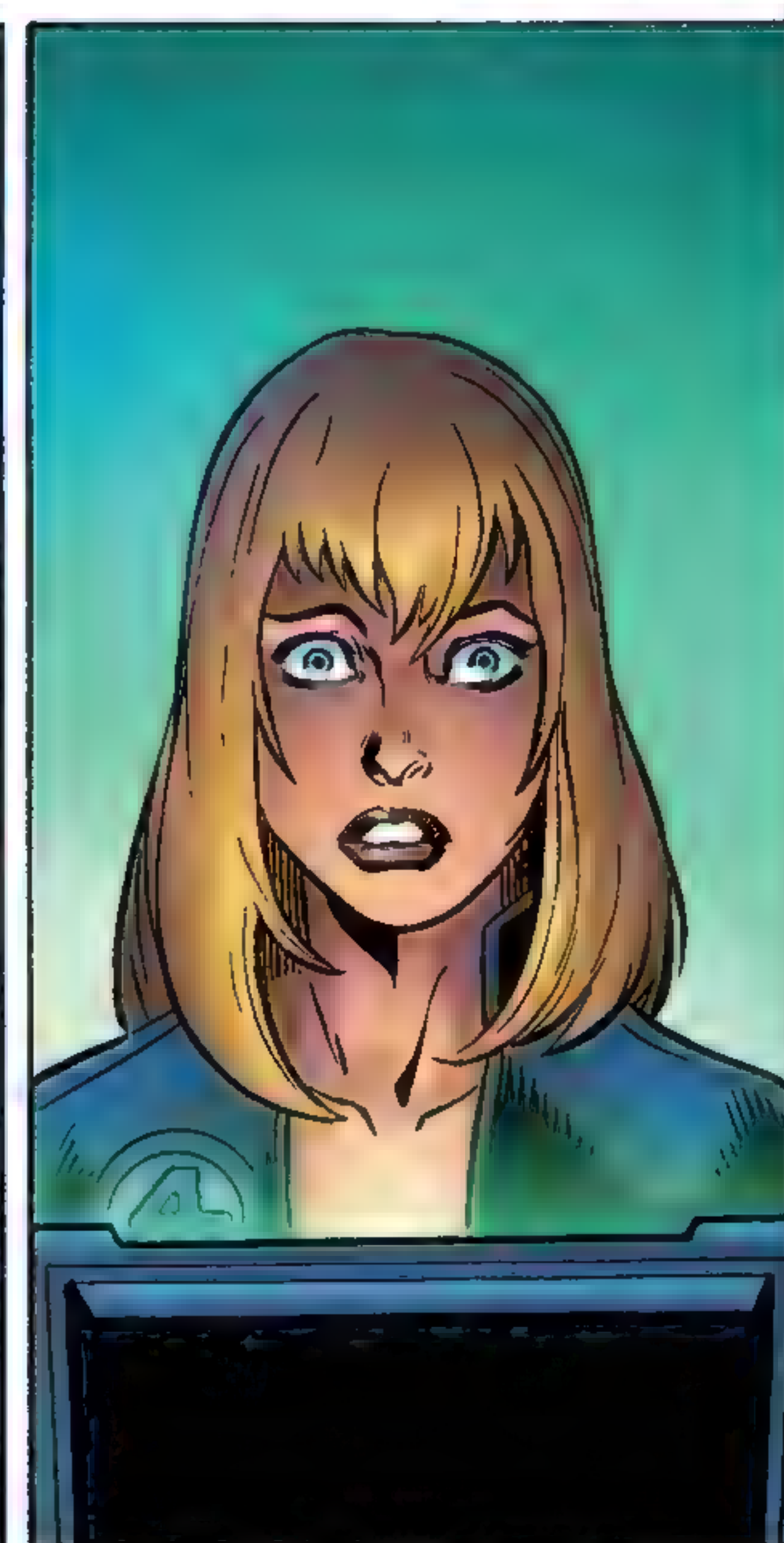
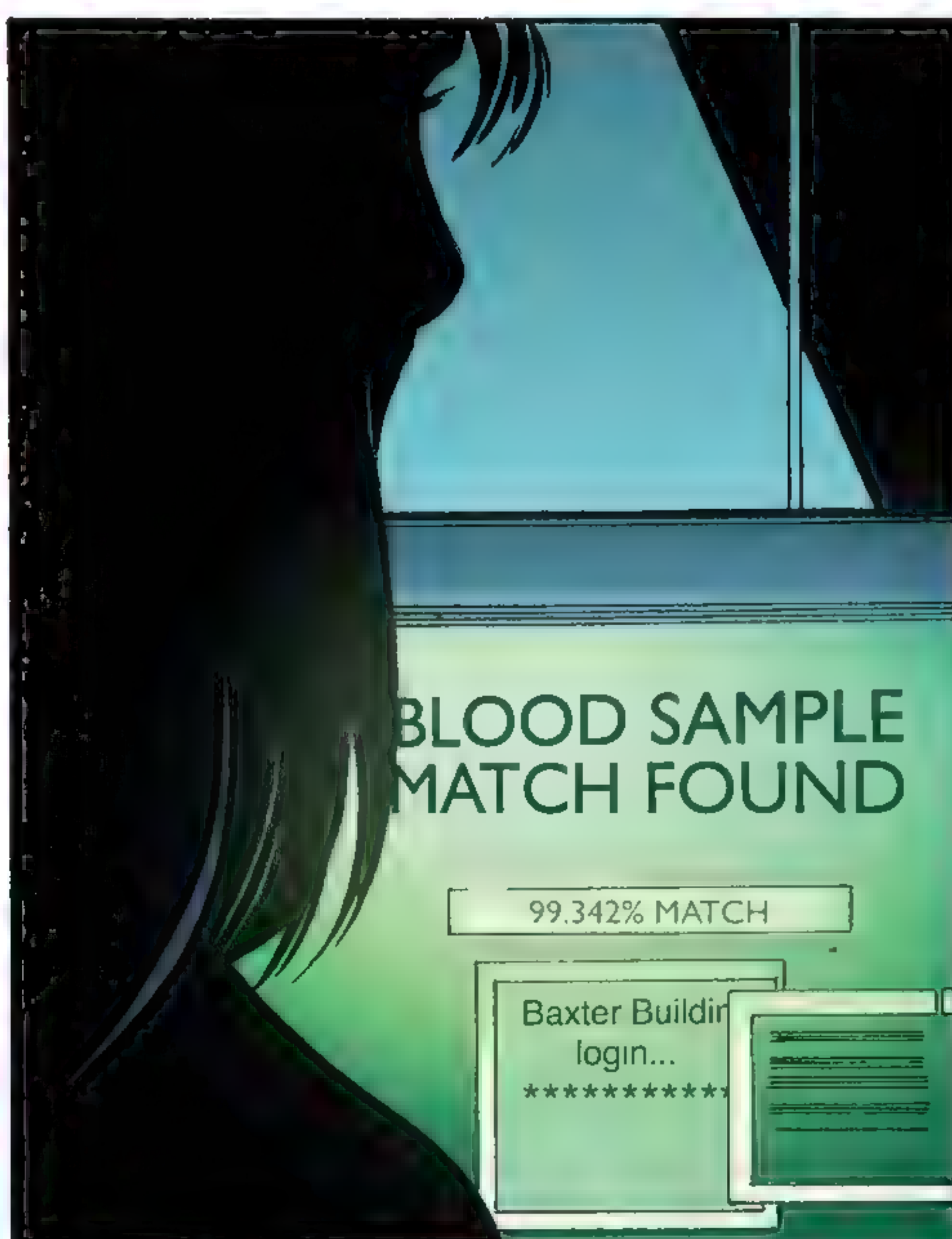
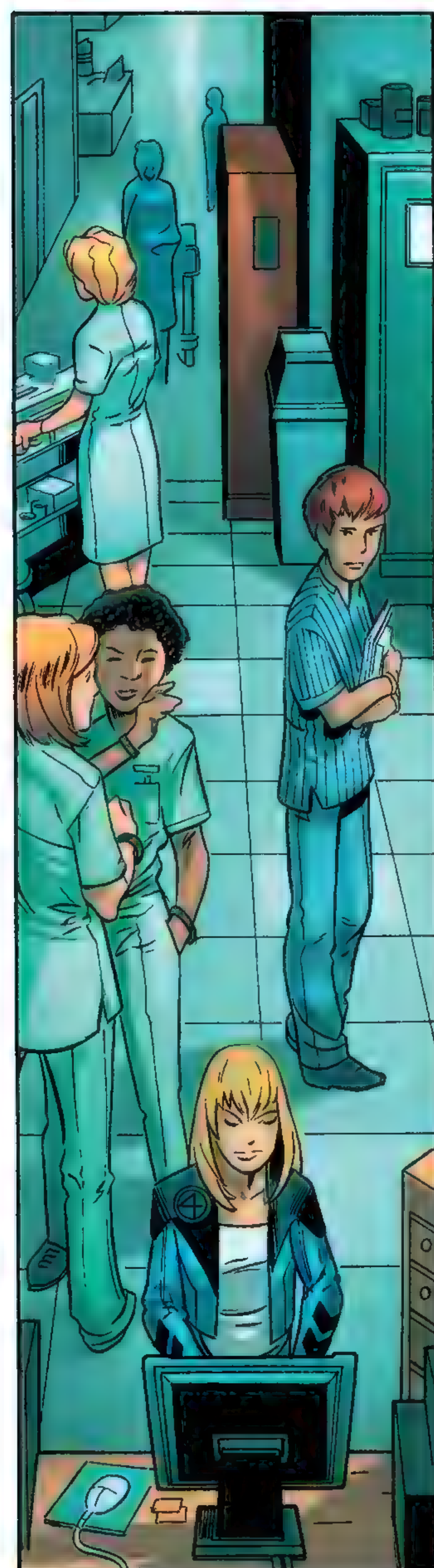
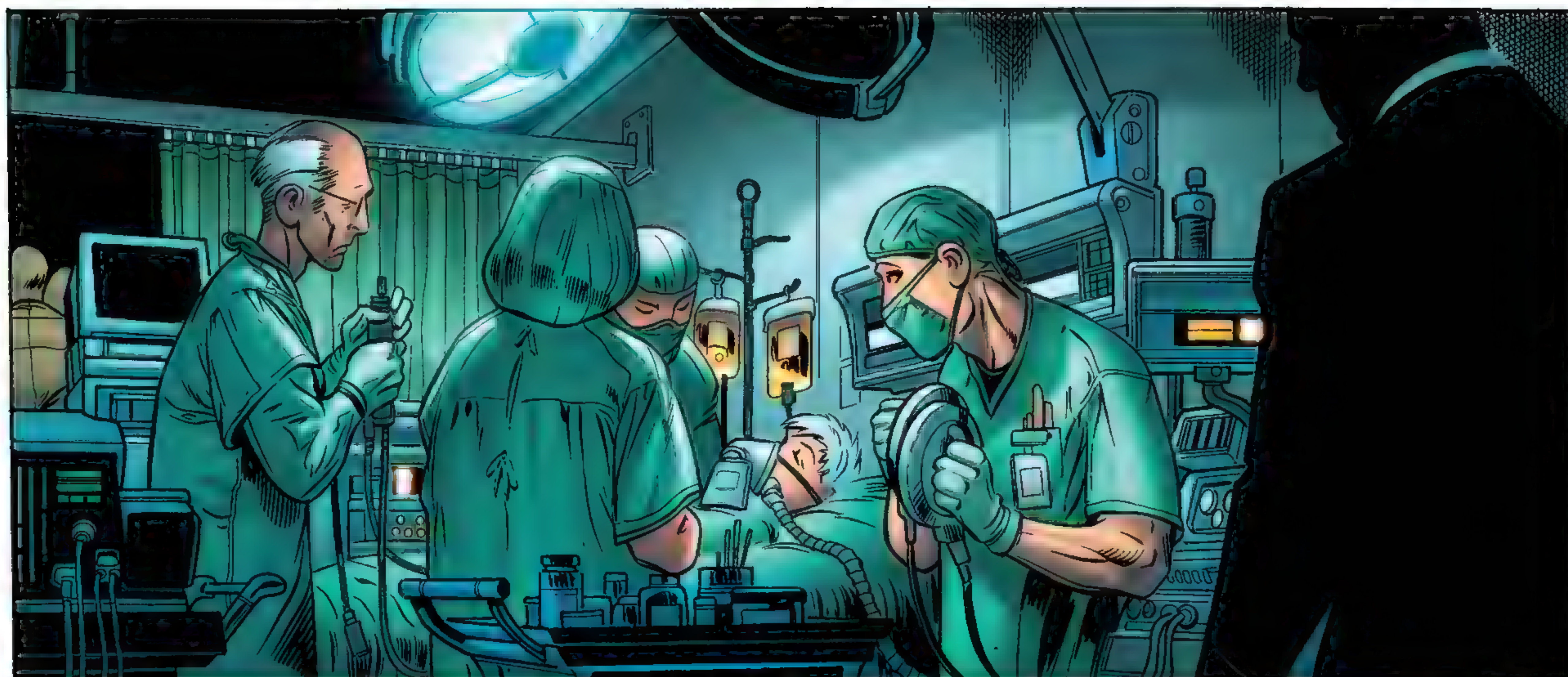
It just so happens that my work completely perverts and destroys every single part of you and your life.

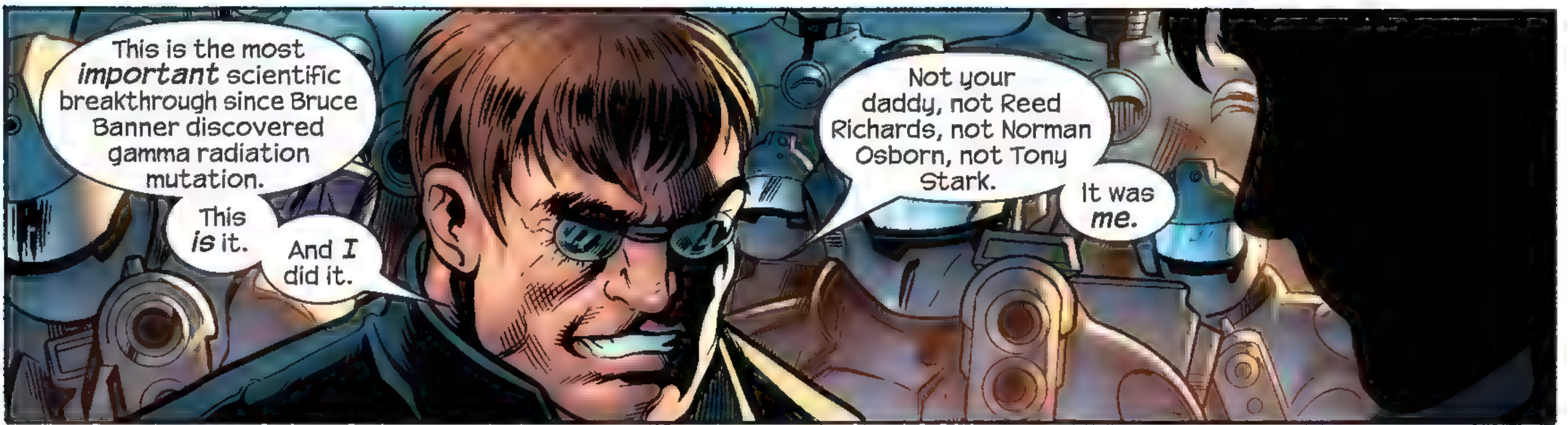


Every.

Single.

Part.





This is the most *important* scientific breakthrough since Bruce Banner discovered gamma radiation mutation.

This *is* it.

And I did it.

Not your daddy, not Reed Richards, not Norman Osborn, not Tony Stark.

It was *me*.

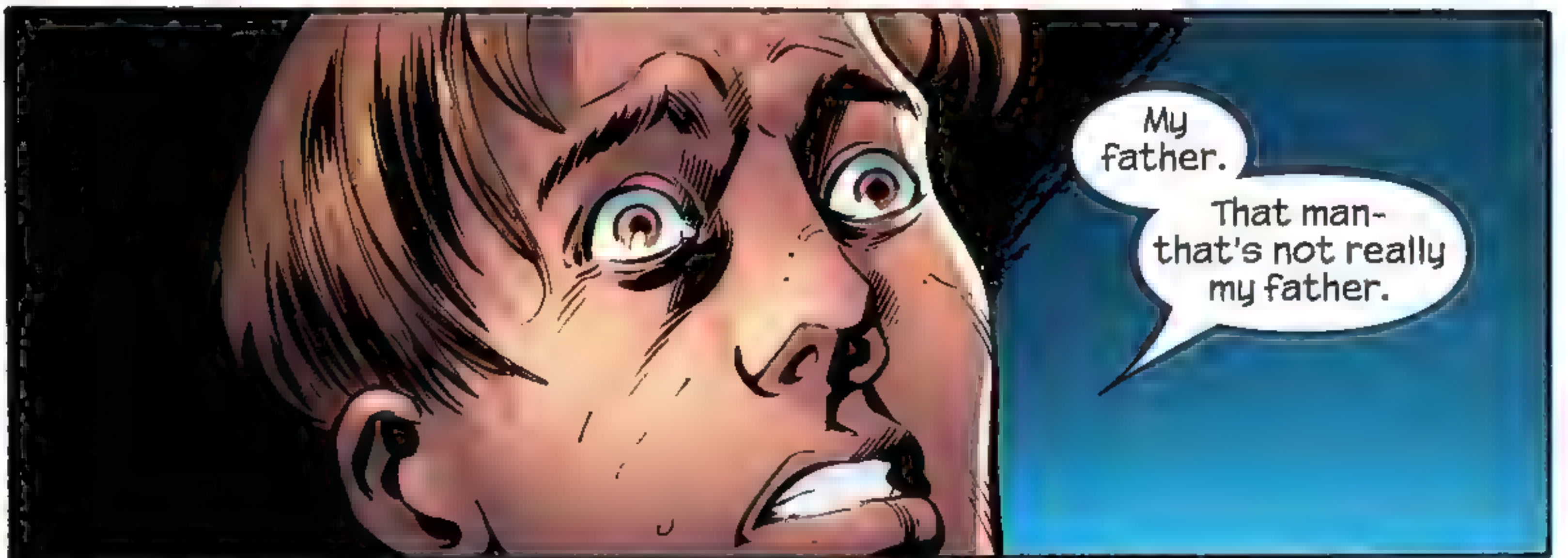


And next year, when a thousand *Thors* descend on the Middle East and put *that* situation to rest once and for all...

I will be given the Nobel Prize and a medal of honor.

And, Peter, I *promise*...

I will thank you.



My father.

That man—that's not really my father.



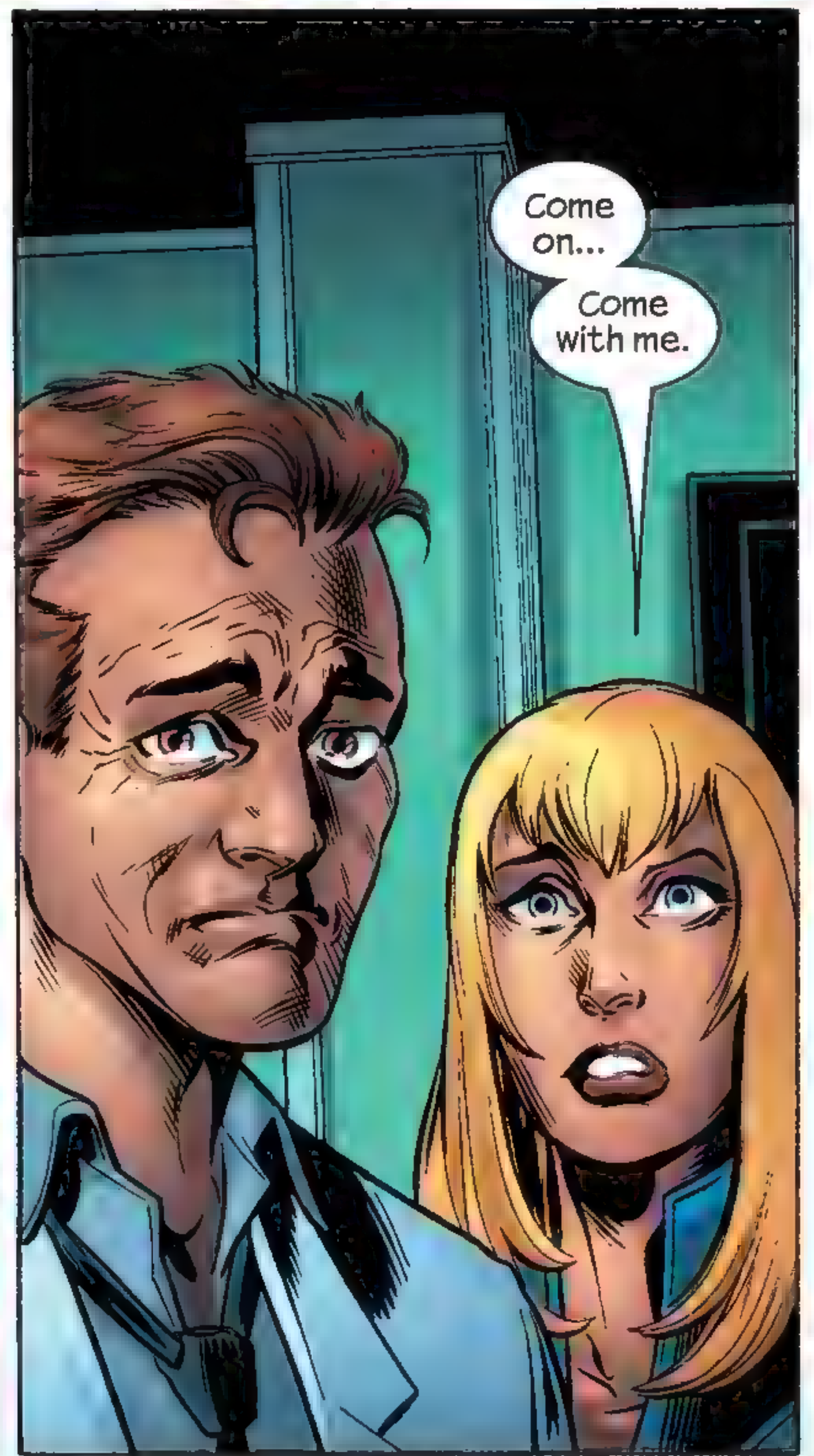
Um...

Let's go for a walk, Doctor Parker.

But May--

They're doing what they can. We shouldn't be here.

What's going on?




Come on...

Come with me.

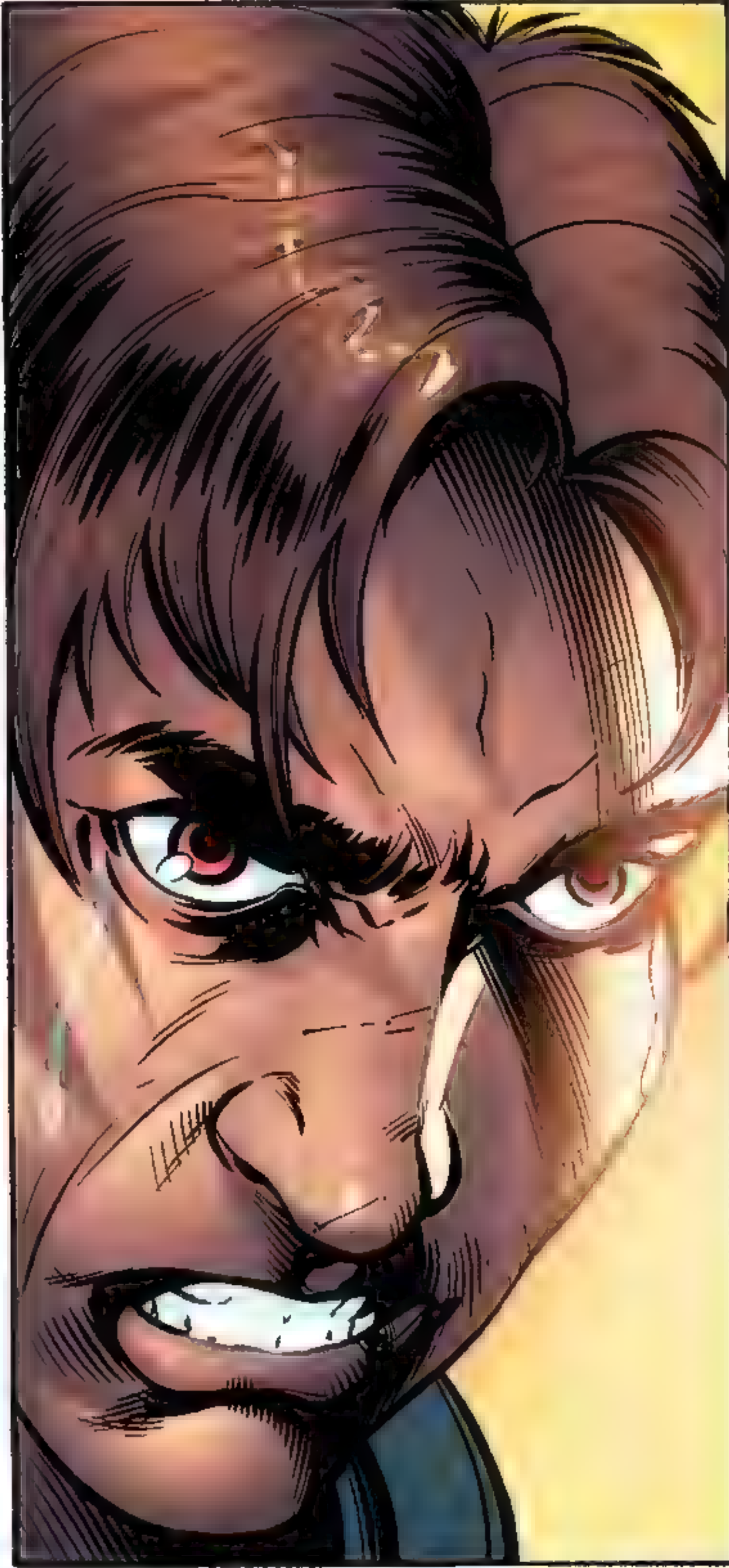
"Your father died in a plane crash, Peter."

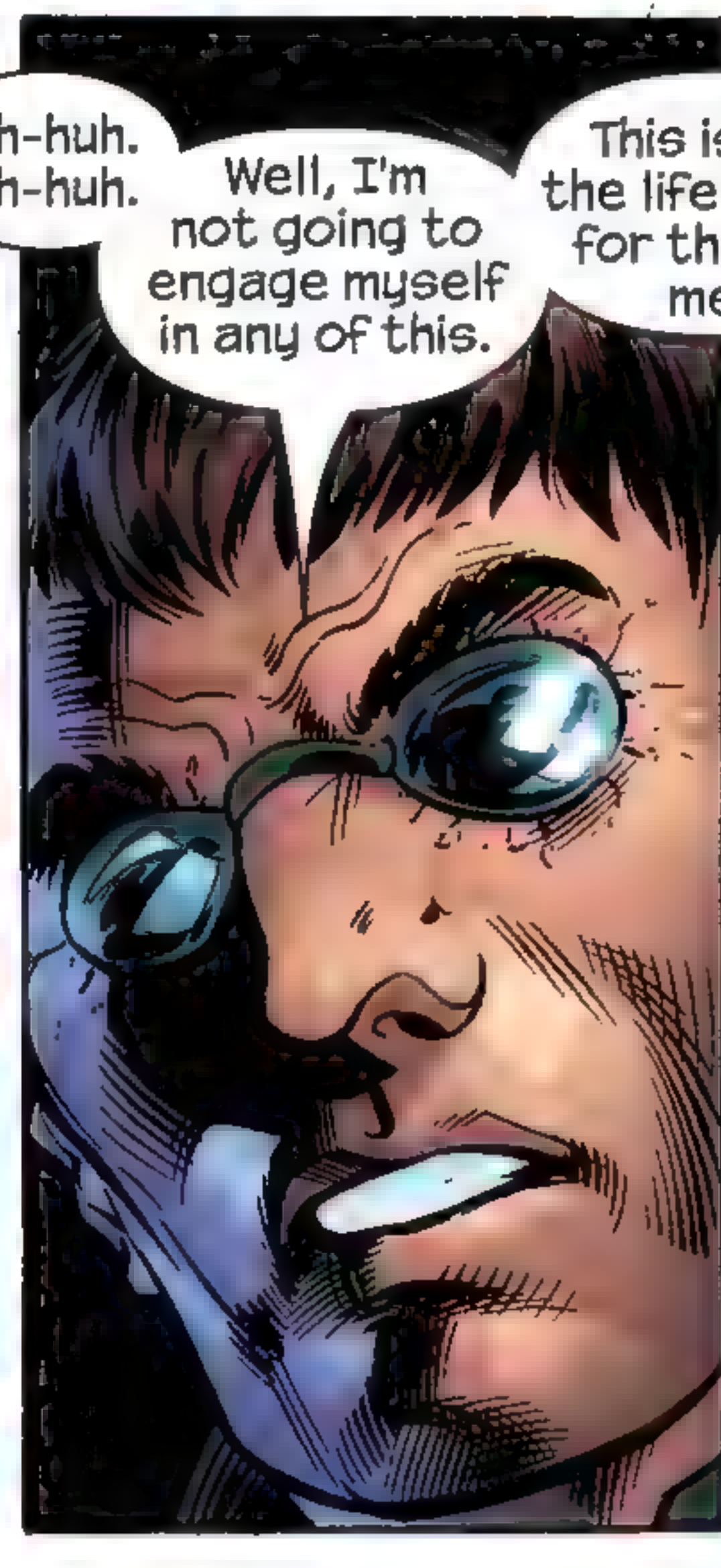
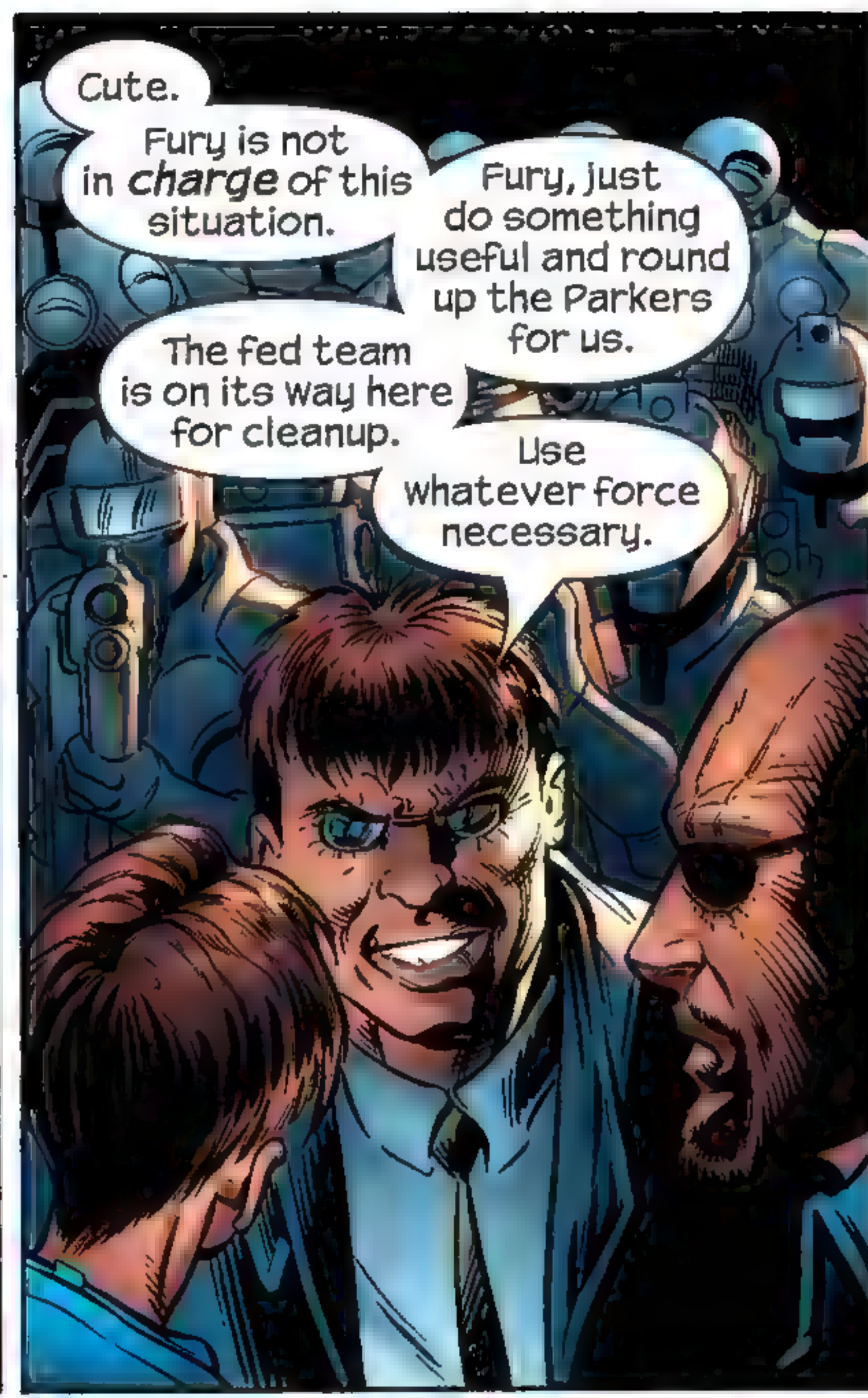
"Wow, you really deluded yourself if you thought that man was your father."



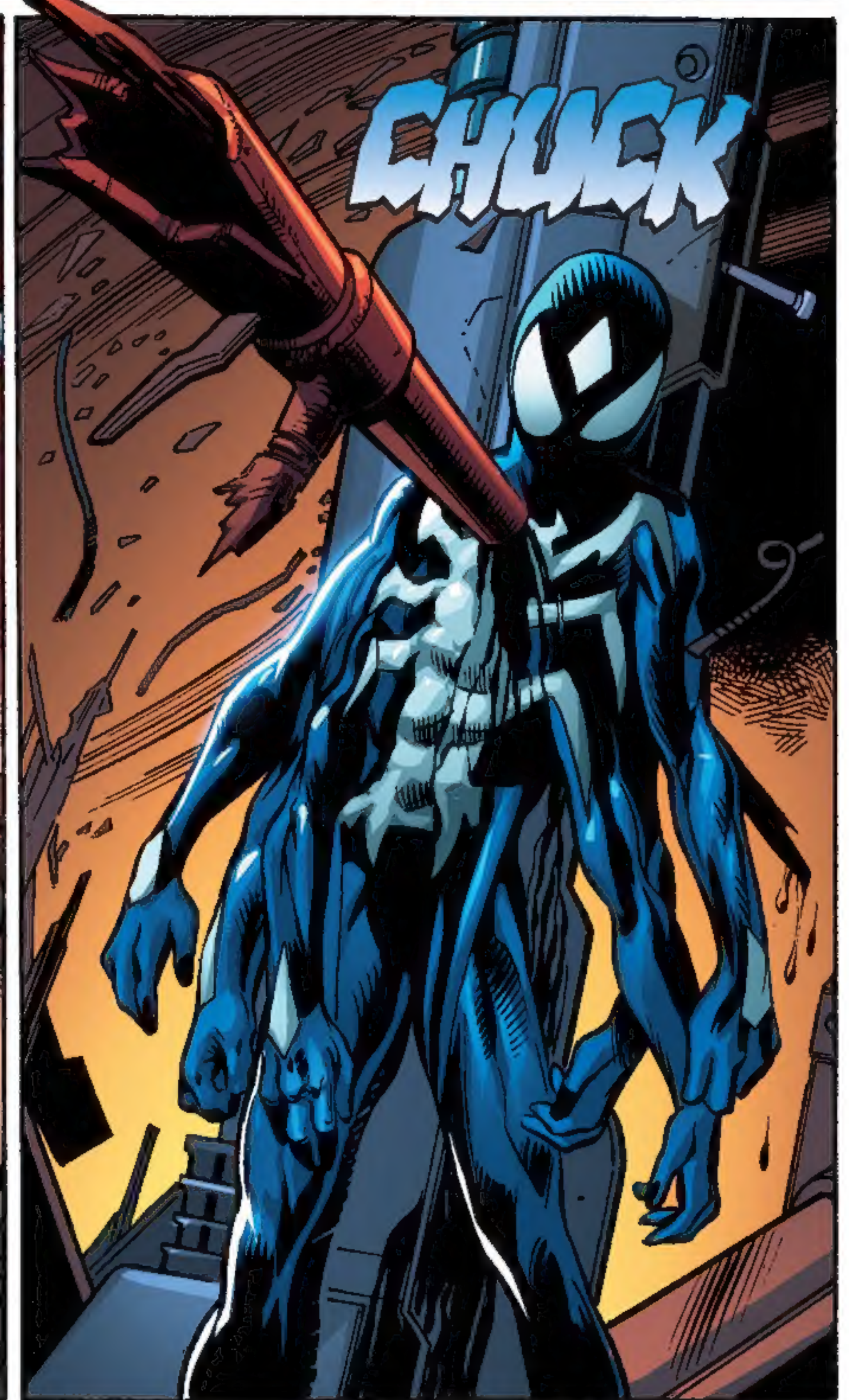


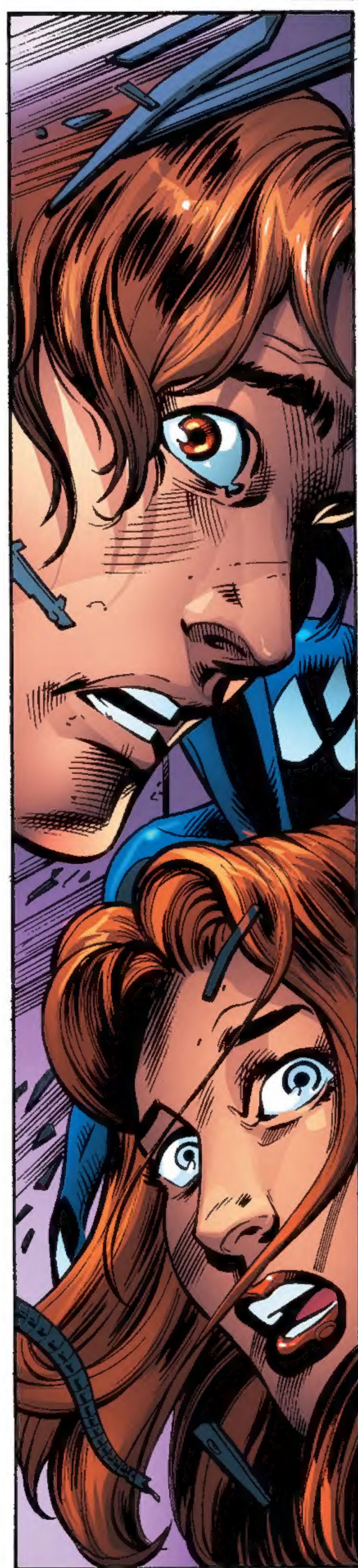
I thought
you were supposed
to be smart.











To be continued...

ULTIMATE SPIDER-MAN

This is it! Congratulations to Brian Michael Bendis and Mark Bagley on completing 103 consecutive issues of *Ultimate Spider-Man*—a record for a Marvel Comic! And the previous record holders were none other than Stan Lee and Jack Kirby on the first 102 issues of *Fantastic Four*. That's great company to be in!

Of course we'd be remiss if we didn't point out that *Groo the Wanderer*, by Sergio Aragones and Mark Evanier (and Tom Luth and Stan Sakai), ran for 120 issues from Marvel's Epic imprint, as well as many issues elsewhere.

But for a regular Marvel series, nobody's done this many issues without a fill-in somewhere! And we wouldn't have made it without the best team of inkers, colorists, and letterers in comics, so thanks to: Richard Isanove, Art Thibert, John Dell, Drew Hennessy, Steve Buccellato, Jung Choi, J.D. Smith, Justin Ponsor, Richard Starkings, Chris Eliopoulos, Cory Petit, and all the others who've worked on the book from the beginning! Thanks to Bill Jemas and Joe Quesada, and thanks especially to Stan Lee and Steve Ditko, for doing it first.

But above all, congratulations Brian and Mark! Great job, guys!

Okay, I just read *Ultimate Spider-Man* #102 and I had to write in immediately to say that it was amazing! "The Clone Saga" has been fantastic so far, and I can't wait to see what's coming next! I also wanted to add my voice to the people requesting that you don't have all the effects of what's going on vanish and Peter's life go completely back to normal once "The Clone Saga" is over.

Specifically, I would very much like to see the female clone of Peter—I guess she's the Ultimate version of the Scarlet Spider perhaps?—NOT be killed off, degenerate or have her memories changed so that she doesn't know she's a clone of Peter.

I was very disappointed in the original Spidey "Clone Saga" storyline when Ben Reilly was abruptly killed off, because I felt it was just such a huge waste of potential. I think this female version of Peter has even more potential!

Not only can you explore an uneasy partnership between her and Peter (and her envy of Peter's life because she remembers it as her own), you also can deal with her having to come to terms with the fact that, despite remembering life as a guy, she is in fact a girl. There's just so much you can do with her, so I hope you decide to keep her around!

And on the subject, I was just wondering about her webbing, and the way it seems to come out of several of her fingertips? Is it just that she has some advanced version of Peter's web-shooters or did they "tweak" more than just her chromosomes and actually make it organic?

So, 'til the Torch and the female Peter start dating (actually that could be really entertaining), Make Mine Marvel!

Thomas Fisher

Thanks, Thomas! Rest assured, "The Clone Saga" will have long-lasting repercussions on Peter's life. As to who lives, who dies, who...uh...degenerates—the next two issues will tell the tale!

Greetings Ultimate Spidey-Guys!!

Congrats to all on 100+ issues, and I hope for many, many more! A special 'grats to Bendis and

Bagley in advance for your record 103 consecutively produced issues—hope you guys keep on going! I tell you guys, when you have something that works, it's a fantastic ride—and *USM* has been a fantastic ride from the first issue.

You made me laugh, made my jaw drop, made me question the sanity of those around me (I know I'm perfectly sane, but...). I loved the fact that Peter's dad appeared in "Clone Saga." When I saw that I said out loud, "Okay, this thing has gone completely off the wall!" And off the wall is where the best stuff is often found.

Having just finished reading "Clone Saga" Part 5, I'm still trying to wrap my brain around the whole thing, but I definitely want more. I hope we get to see more of Gwen Stacy (have you guys thought of the implications of three of Spidey's girls in one room at the same time? Spidey, watch out!).

Anyway, I love the new story angles, the artwork, and most especially the dialogue. Keep up the good work, PLEASE!

Nathan Laramie, WY

Things'll get crazier, Nathan. Things'll get crazier.

Dear *Ultimate Spider-Man*,

Ultimate Spider-Man has reached issue #100, and I have to say I couldn't be happier with the title. Month in and month out, the consistent quality of both writing and artwork has been nothing short of amazing.

I'm one of the rare few who actually liked the original "Clone Saga" (it was actually my introduction to Spider-Man in general). And now to see it being given new life, with a much better story and framework in place—I just feel like this series has built up to such a perfect moment. I really hope to see this series soar to new and exciting heights as it goes into the triple digits.

Oh—and Gwen Stacy's return is a most welcome and exciting moment! Even though she's a clone—I say you should keep her! Bendis gave her such life and warmth. Heck, if we see her die again, it's going to hurt a whole lot more than it did the first time. Keep her around!

Keep up the amazing artwork and storylines! I fully expect to see Bendis and Bagley doing issue #200!

Erik Hollender Winthrop, MA

Thanks, Erik!

USM Staff,

I would like to take this opportunity to let all of you know how honored I am to be a part of the historical *Ultimate Spider-Man* run. During the past week I finally found the last issue I needed to complete my *USM* collection (#5) and who would have thought that by the age of 22 I would own and continue to enjoy a piece of comic book history.

My thanks go out to everyone who makes this book what it is, and I look forward to the next 100 issues of crossovers, villains, and amazing revisions of classic Marvel moments! Thanks again!

Erich Hartsig

Thanks for reading all those comics, Erich!

Hey, guys at *USM*,

After reading issue 101, all I could say was wow!

Bendis continues to impress and the artwork was amazing, too! I've been reading *USM* on and off since issue 1. I'm now 15, and just can't get over how good you guys are writing the teenage Spidey! I hope you guys keep up the good work. I'm enjoying the "Clone Saga" far more than the previous one (I hope we see Ultimate Scarlet Spider soon).

So until Venom appears on Oprah, Make Mine Marvel!

Harry Haynes

Wouldn't you have been about five when the original "Clone Saga" came out?

Ultimate Spider-Man,

I felt I had to write in to let you know how much I'm enjoying the "Clone Saga" arc up to now. I just finished reading #101, and I gotta say I don't know how Peter can bounce back from this one! Nick Fury's taking him in, and as if that weren't enough, Gwen is Carnage, MJ is a goblin (of some description), Aunt May has had a heart attack, and Peter's dad's back!

I hope that Peter teaches Fury a lesson before this story line finishes. I've always liked Ultimate Nick Fury...right up until this issue! It's not Peter's fault that there's a load of clones of him running around (but whose fault is it?).

This is what I love so much about *Ultimate Spidey*, though—just when you think things can't possibly can't get any worse for our hero, they almost always do—and I never, ever know what to expect next!

I'd also like to say that I hope Gwen Stacy and Richard Parker stay around for a bit longer.

Thanks for keeping me guessing and producing a great comic, and congratulations on 100 thrilling issues.

Thanks,
John Turner
UK

Somebody's bound to learn something after next issue.



Next: The end is here! The action comes to a head as we reach the double-sized climax of the "Clone Saga"—Spidey versus the new Doc Ock! The clones are in the way! Who lives? Who dies? After this, it's all over but picking up the pieces. You made it this far— you can't miss next issue!

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